

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF HEARING ON APPLICATION UNDER 11 U.S.C. § 327(e) AUTHORIZING
DEBTORS TO EMPLOY AND RETAIN JONES DAY AS SPECIAL
COUNSEL FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

PLEASE TAKE NOTICE that upon the annexed Application, dated July 21, 2009 (the “**Application**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), for an order, pursuant to section 327(e), of title 11, United States Code authorizing the retention and employment of Jones Day as special counsel, as more fully set forth in the Application, a hearing will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **August 3, 2009 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as

counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company (f/k/a General Motors Corporation), 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Ted Stenger); (iii) General Motors Company, 300 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.) (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Matthew Feldman, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth H. Eckstein, Esq., Thomas Moers Mayer, Esq., Adam

C. Rogoff, Esq., and Gordon Z. Novod, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Diana G. Adams, Esq.); and (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.), so as to be received no later than **July 29, 2009, at 4:00 p.m. (Eastern Time)** (the "**Objection Deadline**").

If no objections are timely filed and served with respect to the Application, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Application, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
July 21, 2009

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**APPLICATION UNDER 11 U.S.C. § 327(e) AUTHORIZING
DEBTORS TO EMPLOY AND RETAIN JONES DAY AS SPECIAL
COUNSEL FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**GM**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), submit this application (the “**Application**”) for entry of an order under section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”) authorizing the Debtors to employ and retain Jones Day as special counsel in these cases, *nunc pro tunc* to June 1, 2009 (the “**Petition Date**”). In support of this Application, the Debtors respectfully represent as follows:

Relief Requested

1. By this Application, the Debtors seek an order in the form attached hereto as **Exhibit A** (the "**Proposed Order**") authorizing the Debtors, pursuant to section 327(e) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), to retain and employ Jones Day ("**Jones Day**"), *nunc pro tunc* to the Petition Date, as special counsel ("**Special Counsel**") for the limited purposes of representing the Debtors in connection with the following matters (the "**Special Counsel Matters**"): (a) commercial litigation defense (including, but not limited to, dealer litigation); (b) pre-merger notification work; (c) competition law filings; (d) ERISA and labor work; (e) tax work; and (f) other defined and finite matters as they may arise on which the Debtors request that it render services. In support of this Application, the Debtors submit the Declaration of Andrew Kramer, a Jones Day partner, which is annexed hereto as **Exhibit B** (the "**Kramer Declaration**").

Jurisdiction

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On June 1, 2009, the Debtors filed a motion (the "**Sale Motion**"), requesting, *inter alia*, an order (the "**Sale Order**"), pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), and 365, authorizing and approving (i) the sale of substantially all of the Debtors' assets pursuant to a proposed Master Sale and Purchase Agreement and related agreements (the "**MPA**") among the Debtors and Vehicle Acquisition Holdings LLC [**now NGMCO, Inc.**] (the "**Purchaser**"), a purchaser sponsored by the United States Department of the Treasury (the "**U.S. Treasury**"), free and clear of liens, claims, encumbrances, and other interests, including

any successor liabilities (the "**363 Transaction**"), (ii) the assumption and assignment of certain executory contracts and unexpired leases of personal property and of nonresidential real property, and (iii) the approval of the UAW Retiree Settlement Agreement, subject to higher or better offers.

4. On July 5, 2009, the Court approved the 363 Transaction, and on July 10, 2009, the 363 Transaction closed.

Basis for Relief

5. Section 327(e) of the Bankruptcy Code authorizes a debtor in possession to employ one or more attorneys to represent the debtor on specified matters so long as those attorneys do not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which they are to be employed. See 11 U.S.C. § 327(e). Moreover, section 1107(b) of the Bankruptcy Code provides that "a person is not disqualified for employment under section 327 . . . solely because of such person's employment by or representation of the debtor before the commencement of the case." See 11 U.S.C. § 1107(b).

6. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition, provided that: (a) the appointment is in the best interest of the debtor's estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. See In re DeVlieg, Inc., 174 B.R. 497, 502-05 (N.D. Ill. 1994); In re AroChem Corp., 176 F.3d 610, 622 (2d Cir. 1999) (noting that "where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand") (emphasis in original). As explained more fully below, the Debtors

submit that each of these factors is satisfied with respect to Jones Day, and therefore, Jones Day's retention should be approved under section 327(e) of the Bankruptcy Code.

The Proposed Retention of Jones Day Meets the Standards of Section 327(e)

Appointment of Jones Day is in the Best Interests of the Estates

7. The Debtors seek to retain Jones Day as their Special Counsel because of the Firm's extensive familiarity with and knowledge of the legal matters with respect to which Jones Day will be engaged. Jones Day has represented the Debtors in the Special Counsel Matters for many years and is uniquely familiar with these matters and the related aspects of the Debtors' business operations. Failure to continue Jones Day's retention would mean that the Debtors would have to search for and retain new counsel who is unfamiliar with the matters described above in particular and the Debtors generally. Thousands of hours of work by Jones Day would go to waste, and significant time, effort and money would have to be spent to bring a new law firm up to speed. Any such interruption would result in undue delay and significant expense to the Debtors' estates and, ultimately, their creditors. The Debtors cannot understate the importance of Jones Day's ongoing role in working on the Special Counsel Matters. The Debtors thus wish to avoid the severe prejudice the estates and other parties-in-interest would suffer if Jones Day were not to be retained as Special Counsel. It is appropriate and in the best interests of the Debtors' estates that Jones Day continue to be retained by the Debtors for the Special Counsel Matters.

8. The Debtors have previously applied to the Court for authority to retain Weil, Gotshal & Manges LLP ("**Weil Gotshal**") as general bankruptcy counsel and Jenner & Block LLP and Honigman Miller Schwartz & Cohn LLP as special counsel to represent the Debtors in these chapter 11 cases. The Debtors anticipate filing additional requests to retain special counsel in the near future. With cost minimization in mind, Jones Day has been

working, and will continue to work, closely with Weil Gotshal and the other professionals retained by the Debtors to ensure that each professional is assigned, works on, and completes specific, complementary and non-duplicative tasks. Because of Jones Day's extensive background in the Special Counsel Matters, it is well positioned to perform these services in an efficient manner.

Jones Day Does Not Hold an Adverse Interest to the Debtors' Estates with Respect to the Special Counsel Matters

9. In conjunction with the preparation of this Application, Weil Gotschal provided to Jones Day the current version of the master list of interested parties (the "**Interested Parties**") used for conflict check purposes by professionals in these cases. Jones Day researched its client database with respect to approximately the past two years to determine whether it had any relationships with the Interested Parties. To the extent that Jones Day's research of its relationships with the Interested Parties indicates that Jones Day has represented during such time, or currently represents, any of these entities in matters unrelated to these chapter 11 cases, the identities of these entities, and such entities' relationship to the Debtors and connection to Jones Day, are set forth on Schedule 2 to the Kramer Declaration. Jones Day has also disclosed in the Kramer Declaration that it holds a prepetition claim it holds against the Debtors. To the best of Debtors' knowledge, and based on and as set forth in the Kramer Declaration, Jones Day does not hold or represent an interest adverse to the Debtors or their respective estates with respect to the Special Counsel Matters, as required by section 327(e) of the Bankruptcy Code.

Jones Day's Services Do Not Rise to the Level of Conducting the Bankruptcy Case

10. The Special Counsel Matters only constitute a small portion of the Debtors' ongoing legal work. Jones Day has not generally been providing bankruptcy advice to

the Debtors. In fact, almost all of Jones Day's work relates to the representation of the Debtors in front of other tribunals or other administrative bodies. As a result, the Debtors do not believe that Jones Day is conducting the case for them as debtor in possession.

Compensation for Services to be Rendered in Connection with the Cases

11. The Debtors believe that Jones Day's discounted hourly rates and disbursement policies, as described in the Kramer Declaration, are reasonable and appropriate given the nature of the work performed by Jones Day. The Debtors have agreed to pay Jones Day according to those terms. Before the Debtors filed for bankruptcy, Jones Day was compensated for certain work for the Debtors on an hourly basis. In addition, as to certain dealer matters, Jones Day was compensated pursuant to a monthly retainer fee agreement. That agreement previously expired. In addition, by agreement of the parties, Jones Day paid certain local counsel fees and expert fees directly and sought reimbursement from GM for some or all of those costs. During these cases, GM and the Debtors have agreed that Jones Day will continue to pay these fees for local counsel and experts upon payment by the Debtors and will include them as a reimbursable expense on fee applications filed with this Court.

Nunc Pro Tunc Retention

12. As noted above, the Debtors request that Jones Day's retention be made effective *nunc pro tunc* to the Petition Date. To provide appropriate representation to the Debtors' estates, Jones Day was required to continue rendering services with respect to the Special Counsel Matters, including providing labor advice, making antitrust filings and addressing automatic stay issues in numerous pending dealership matters, immediately after the Petition Date. Initially, the Debtors believed Jones Day could render the services as an ordinary course professional (an "OCP") under the prior order of this Court authorizing the retention of professionals in the ordinary course of business (Docket No. 2900). This Application was filed

as soon as practicable after it was determined that the scope of Jones Day's work and the fees incurred by Jones Day in June 2009 providing services requested by the Debtors merited separate retention under section 327(e) of the Bankruptcy Code. The Debtors submit that the highly complex and extraordinary circumstances of these chapter 11 cases warrant retroactive approval, particularly since Jones Day provided necessary services to the Debtors and such services are valuable to the Debtors' estates and parties in interest. See (In re Old Carco, LLC (f/k/a Chrysler LLC, et al., Case No. 09-5002 (Bankr. S.D.N.Y. July 16, 2002) (order approving retention of Freshfields Bruckhaus Deringer LLP as special counsel *nunc pro tunc* to April 30, 2009);¹ In re Hasset, Ltd., 283 B.R. 376, 379 (Bankr. E.D.N.Y. 2002) (approving *nunc pro tunc* retention application and noting that retroactive retentions have been permitted where the attorney performs services of "value" to the estate); see also In re Arkansas Co., Inc., 798 F.2d 645, 650 (3d Cir. 1986) (opining that bankruptcy courts have discretion in extraordinary circumstances to retroactively approve a professional's employment).

Notice

13. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the Creditors' Committee, (v) the attorneys for the ad hoc bondholders committee, (vi) the U.S. Attorney's Office, S.D.N.Y., (vii) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002, and (viii) Jones Day. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

¹ A copy of this unreported Order is attached hereto as Exhibit C.

No Prior Request

14. No previous request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order in substantially the form attached hereto as Exhibit A authorizing the Debtors' retention, employment and compensation of Jones Day as Special Counsel and (ii) grant such other or further relief as is proper.

Dated: New York, New York
July 21, 2009

/s/ Joseph H. Smolinsky

Harvey R. Miller

Stephen Karotkin

Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

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Attorneys for Debtors
and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**ORDER PURSUANT TO 11 U.S.C. § 327(e) AUTHORIZING
THE EMPLOYMENT AND RETENTION OF JONES DAY AS SPECIAL
COUNSEL FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the Application dated July 21, 2009 (the "**Application**")² of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the "**Debtors**"), pursuant to section 327(e) of title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") for authorization to employ and retain Jones Day ("**Jones Day**") as special counsel for the Debtors, *nunc pro tunc* to June 1, 2009, the date on which Debtors commenced their Chapter 11 cases (the "**Petition Date**") pursuant to the terms set forth in the Application; and upon the Declaration of Andrew Kramer, a partner of Jones Day, dated July 21, 2009, filed in support of the Application and annexed to the Application as **Exhibit B** (the "**Kramer Declaration**"); and the Court being satisfied based on the representations made in the Application and the Kramer Declaration, that Jones Day neither holds nor represents any interest adverse to the Debtors and their estates with respect to the matters on which it is being engaged; and notice of the Application having been provided, and it appearing that no other or further

² Unless otherwise defined, capitalized terms used herein shall have the same meanings ascribed to them in the Application.

notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Application is approved, *nunc pro tunc* to the Petition Date; and it is further

ORDERED that pursuant to sections 327(e) of the Bankruptcy Code, the Debtors are authorized to employ, retain and compensate Jones Day *nunc pro tunc* to the Petition Date on the terms and conditions set forth in the Application and Kramer Declaration including, without limitation, compensating Jones Day at the discounted hourly rates described in the Kramer Declaration; and it is further

ORDERED that Jones Day shall file fee applications for interim and final allowance of compensation and disbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, the Local Bankruptcy Rules, any orders of this Court, and guidelines established by the Office of the United States Trustee; and it is further

ORDERED that Jones Day is authorized to include invoices for local counsel as itemized expenses on its fee applications in these cases and such invoices shall be payable as an expense under any interim compensation procedures established in these cases; and it is further

ORDERED that notice of the Application as provided herein shall be deemed good and sufficient notice of the Application, and it is further

ORDERED that the requirement, pursuant to Local Rule 9013-1(b), that the Debtors file a separate memorandum of law in support of the Application is unnecessary and hereby dispensed with; and it is further

ORDERED that Jones Day shall notify in writing this Court, the Debtors, the U.S. Trustee, and any official committee of any change in the hourly rates charged by Jones Day for services rendered; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2009

United States Bankruptcy Judge

Exhibit B

Kramer Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DECLARATION OF ANDREW KRAMER

Andrew Kramer declares as follows:

1. I am a partner of the law firm of Jones Day and am duly authorized to make this Declaration on behalf of Jones Day. I make this Declaration in support of Application Under 11 U.S.C. § 327(e) Authorizing Debtors to Employ and Retain Jones Day As Special Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date (the “**Application**”).¹ The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. Jones Day is a full-service business law firm with over 2,400 lawyers and is one of the leading firms in the United States. Jones Day has experience in, among other practice areas of law, commercial litigation defense; pre-merger notification work; competition law filings; ERISA and labor work; and tax work. Jones Day has represented the Debtors with respect to certain discrete litigation matters, dealer matters, competition filings, ERISA and labor work and tax work for many years, among other things, and has developed substantial knowledge regarding these particular matters and how they relate to the Debtors’ businesses.

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

The Debtors are requesting approval to continue using Jones Day in these matters and similar matters which the Debtors may request from time to time (collectively, the “**Special Counsel Matters**”). Jones Day also represents Michael Moore, a GM employee, who is a codefendant with the Debtors in the case of *Abercrombie Chevrolet, Inc. v. General Motors Corp. et al.*, No. 2009-900071.00 (Circuit Court, Morgan County, Ala.). The Debtors have been paying the legal bills for both themselves and Michael Moore in this action, and the Debtors have also paid Jones Day the legal bills associated with another former employee.

3. Subject to the Court’s approval of the Application, Jones Day intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered, subject to any agreed upon discount; and (b) seek reimbursement of actual and necessary out-of-pocket expenses. Currently, Jones Day’s hourly discounted rates for attorneys who have worked on GM matters in 2009 generally range from \$225 to \$562.50 for associates, from \$427.50 to \$675 for counsel, from \$427.50 to \$832.50 for partners, and from \$157.50 to \$175.50 for paraprofessionals. The hourly rates are subject to periodic increases in the normal course of Jones Day’s business, generally in January of each year, often due to the increased experience of a particular professional. In addition, different attorneys and professionals may also need to be included in certain matters. Other staff, law clerk, and legal support staff have varying discounted hourly rates, the current rates of which in 2009 have ranged from \$112.50 to \$270 for personnel who have worked on GM matters in 2009.

4. Before the Debtors filed their petition, Jones Day was compensated for certain work for the Debtors on an hourly basis. In addition, as to certain dealer matters, Jones Day was compensated pursuant to a monthly retainer fee agreement. That agreement previously expired. Under the prior retainer fee arrangement, Jones Day paid certain local counsel fees and

expert fees directly and sought reimbursement from GM for some or all of those costs. During these cases, GM and the Debtors have agreed that Jones Day will continue to pay these fees for local counsel and experts upon payment by the Debtors and will include them as a reimbursable expense on fee applications filed with this Court.

5. Jones Day intends to maintain detailed, contemporaneous time records and apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by the Court in these chapter 11 cases. Jones Day has agreed to accept as compensation such sums as may be allowed by the Court. Jones Day understands that interim and final fee awards are subject to approval by this Court. Based on Firm policy, no fees will be shared with others outside the Firm, except that Jones Day will pay the fees or expenses of vendors, local counsel, or expert witnesses as needed and as set forth above.

6. The Debtors have provided Jones Day with a list of the names (collectively, the “Interested Parties”) of individuals or institutions in the following categories, as identified by counsel to the Debtors and as set forth on Schedule 1 attached hereto:

- a. The Debtors and their affiliates;
- b. Current members of the board of directors of GM and former members who served at some point in the last 3 years and their affiliates;
- c. Current officers of GM and former officers who served as officers at some point in the last 3 years and their affiliates;
- d. Significant shareholders of GM;
- e. The Debtors’ 50 largest bondholders;
- f. The Debtors’ 100 largest unsecured creditors;
- g. The Debtors’ utility companies;

- h. The Debtors' insurance providers;
- i. Counterparties to major executory contracts with the Debtors;
- j. Taxing Authorities;
- k. Parties to joint ventures with the Debtors;
- l. The Debtors' indenture trustees;
- m. Banks that performed underwriting services for securities of the Debtors;
- n. Governmental and State Regulatory agencies;
- o. The Debtors' major secured creditors;
- p. The Debtors' term loan lenders;
- q. The Debtors' revolving lenders;
- r. The Debtors' major professionals;
- s. The Debtors' major customers;
- t. The Debtors' largest suppliers;
- u. Parties to strategic alliances with the Debtors;
- v. The Debtors' unions;
- w. Parties to significant litigation with the Debtors; and
- x. Certain investments of the Debtors.

7. To review potential conflicts of interest in these cases, as well as

determine all "connections" (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the U.S. Trustee or any person employed in the office of the U.S. Trustee, Jones Day researched its client database for approximately the past two years to determine whether it had any relationships with the Interested Parties. To the extent that Jones Day's research of its relationships with the Interested Parties indicates that Jones Day has represented during such time, or currently represents, any of these entities in matters unrelated to these chapter 11 cases, the identities of these entities, and

such entities' relationship to the Debtors and connection to Jones Day, are set forth on Schedule 2 attached hereto.

8. Based on a review of information in Jones Day's conflict checking system, to the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, Jones Day does not have any connection with the Debtors, their creditors, the U.S. Trustee or any other party with an actual or potential interest in these chapter 11 cases, or their respective attorneys or accountants, except as set forth below and on the attached Schedule 2:

- a. Prior to the Petition Date, Jones Day performed legal services with respect to the Special Counsel Matters for the Debtors and similar services for their nondebtor affiliates.
- b. Jones Day currently represents Old Carco LLC f/k/a Chrysler LLC ("**Old Carco**") in its pending chapter 11 case. Jones Day has not represented and will not represent Old Carco in any matters which Old Carco is adverse to the Debtors.
- c. Jones Day represents or formerly represented certain of the Debtors' joint venture partners (or their parent company or affiliates) in matters unrelated to the Special Counsel Matters. Specifically, as disclosed on the attached Schedule 2, Jones Day currently represents or formerly represented in matters unrelated to the Special Counsel Matters: (i) Daimler AG; (ii) Isuzu Motors America, Inc.; and (iii) Toyota Motor Corporation.
- d. As further described in the attached Schedule 2, Jones Day currently represents or formerly represented a number of major suppliers (or their respective parent entities or affiliates) in matters unrelated to the Special Counsel Matters.
- e. Jones Day currently represents or formerly represented certain of the agent banks for the Debtors' various secured credit facilities or those banks' parent companies or affiliates in matters unrelated to the Special Counsel Matters. Specifically, as disclosed on the attached Schedule 2, Jones Day currently represents or formerly represented, in matters unrelated to the Special Counsel Matters: (a) Citigroup, Inc.; (b) JP Morgan Chase Bank, N.A.; and (c) General Electric Co., Inc. Furthermore, as disclosed on the attached Schedule 2, Jones Day currently represents or formerly represented certain entities that may hold participations in these the

various secured credit facilities in matters unrelated to the Special Counsel Matters.

- f. As disclosed on the attached Schedule 2, Jones Day currently represents Wilmington Trust Company, which is indenture trustee for certain of the Debtors' outstanding unsecured debt securities, in matters unrelated to the Special Counsel Matters.
 - g. As disclosed on the attached Schedule 2, major contract counterparty Penske Corporation is an affiliate of current Jones Day clients Penske Automotive Group, Inc., Penske Logistics LLC and Penske Leasing Co., L.P., which are clients in matters unrelated to the Special Counsel Matters.
 - h. In addition to the specific parties identified above, in matters unrelated to the Debtors or these chapter 11 cases, Jones Day currently represents, formerly represented or may in the future represent certain other entities that are or may be (i) creditors in these cases; (ii) parties to executory contracts and unexpired leases with the Debtors; (iii) insurers and insurance brokers of the Debtors; (iv) major or current business affiliations of Debtors' officers and directors; (v) parties in litigation with the Debtors; or (vi) otherwise directly or indirectly affiliated with creditors or other parties in interest in these cases. As described above, however, Jones Day has undertaken a detailed search to determine whether it represents or has represented any significant creditors, insiders or other parties in interest in such unrelated matters, and all such known representations within the last two years are identified in Schedule 2 hereto.
 - i. Based on an email to currently active Jones Day attorneys, no currently active Jones Day attorney owns a material amount of stock in GM. In addition, and also based on the email to currently active attorneys, no currently active Jones Day attorney individually has an active claim against GM.
 - j. Jones Day has more than 2,400 attorneys and thousands of other employees in 32 offices around the world. Certain Jones Day attorneys or employees, including attorneys or employees that are involved in the Special Counsel Matters, are customers of one of the Debtors' dealers or distributors, or otherwise own vehicles manufactured by the Debtors, some of which may be subject to existing warranties or service contracts. It also is possible that certain Jones Day attorneys or employees may hold interests in investments directly or indirectly relating to the Debtors.
9. To the best of my knowledge and belief, insofar as I have been able to

ascertain after reasonable inquiry of information in Jones Day's conflict checking system, Jones

Day does not hold or represent an interest adverse to the Debtors or their respective estates with respect to the Special Counsel Matters, as required by section 327(e) of the Bankruptcy Code.

10. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with hundreds of creditors and other relationships and because Jones Day is an international firm with more than 2,400 attorneys in 32 offices, Jones Day is unable to state with certainty that every client representation or other connection of Jones Day has been disclosed. In this regard, if Jones Day discovers additional information that requires disclosure, Jones Day will file supplemental disclosures with the Court.

11. I am advised by the Firm's accounting staff that, in the twelve-month period ending May 31, 2009, in accordance with its usual billing and receipt practices relative to Debtors, Jones Day received an aggregate of \$5,558,457.07 from Debtors for professional services invoiced during the period June 1, 2008 through May 31, 2009. This amount consists of \$3,714,157.25 in Jones Day fees, \$61,954.29 in Jones Day costs (i.e., disbursements), as well as \$2,243,668.11 in other fees and costs, which (in addition to court /agency costs and other costs) primarily consists of costs and fees incurred by experts or other counsel engaged on behalf of the Debtors, but at the direction of the Debtors, their services were billed as a cost of Jones Day, and Jones Day paid the fees and costs to the third parties, as well as \$461,322.58 that Jones Day wrote off. In addition, I am advised by the Firm's accounting staff that, in accordance with its usual billing and receipt practices relative to the operations of the Debtors and their nondebtor affiliates, Jones Day also received payments of 129,407.75 Euros for professional services and costs for services invoiced during the period June 1, 2008 through May 31, 2009 for services

rendered in Europe consisting of: (a) 118,535.20 Euros paid by the Debtors; and (b) 10,872.55 Euros paid by their nondebtor affiliates.

12. Based on information currently available, Jones Day has a prepetition claim in the amount of \$769,370.81, consisting of: (a) \$393,055.00 for Jones Day attorney's fees;² (b) \$22,501.68 for other outstanding disbursements, including local counsel fees, among other costs; (c) an additional \$122,500.00 related to the prior retainer fee arrangement as to certain dealer matters described in Paragraph 4 above; and (d) an additional \$231,314.13, which consists of previously unbilled legal fees in the amount of \$230,782.50 and \$531.63 in disbursements. Based on information currently available, Jones Day also has an outstanding invoice to a non-debtor affiliate of GM of 6,464.19 Euros, which consists of fees, costs, and tax, for services rendered in Europe, which would also be a prepetition claim, along with previously unbilled legal fees in the amount of 13,328.44 Euros and 484.47 Euros in unbilled costs.

13. General Motors Company (the purchaser of the Debtors' assets) has retained Jones Day to performing services similar to the Special Counsel Matters for General Motors Company on a going forward basis.

² In addition to the figures in Paragraphs 11 and 12, Debtors paid Jones Day \$44,917.59 for services representing a former GM employee invoiced from June 1, 2008 to May 31, 2009, which consisted of \$42,048.10 in fees and \$2,869.49 in costs. Jones Day wrote off \$5,298.06 in connection with that matter during that time. In addition, Jones Day not been paid approximately \$3366.34 for services invoiced or not yet invoiced after June 1, 2009.

14. The foregoing constitutes the statement of Jones Day pursuant to sections 327(e), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b). If it is brought to my attention that any information disclosed herein requires amendment or modification upon Jones Day's completion of further review or as additional party in interest information becomes available to it, I intend to file supplemental declarations to the Court reflecting such additional, amended or modified information.



Andrew Kramer

Executed in Washington, D.C. on
July 21, 2009

SCHEDULE 1

Interested Parties

- Current Members of Board of Directors for General Motors Corporation
- Former Members of Board of Directors of General Motors Corporation (past 3 years)
- Affiliations of Current Members of Board of Directors of General Motors Corporation
- Current Officers of General Motors Corporation
- Former Officers of General Motors Corporation (past 3 years)
- Other Key Executives and Professionals of Affiliates
- Current Significant Shareholders (top 5%)
- Top 25 Shareholders
- Other names each of the Debtor entities are known as (including trade names and aliases (up to 8 years) (a/k/a, d/b/a, f/k/a))
- Largest 50 Bondholders
- Top 100 Unsecured Creditors as of May 29, 2009 (other than individual bondholders)
- Utility Companies
- Insurance Providers
- Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)
- Taxing Authorities
- Investments as a Limited Partnership
- Joint Venture Parties
- Former GM Entities
- Indenture Trustees (including any parties to GM municipal bond financing arrangements)
- Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)
- Governmental and State Regulatory Agencies
- Secured Creditors Other Than Major Secured Lenders
- Major Secured Lenders
- Professionals Employed
- Retention Applicants
- Major Customers
- Top 100 Suppliers
- Counterparties to Equipment Financing Agreements
- Strategic Alliances
- Unions/Non-Debtor Parties to Collective Bargaining Agreements
- Major Litigation Claimants
- Professionals Retained by Significant Creditor Groups
- Entities in which GM owns an equity interest
- Judges for the United States Bankruptcy Court for the Southern District of New York
- United States Trustees for the Southern District of New York

- Current Members of Board of Directors of Saturn, LLC
- Affiliations of Current Members of Board of Directors of Saturn, LLC
- Former Members of Board of Directors of Saturn, LLC (past 3 years)
- Current Officers of Saturn, LLC
- Former Officers of Saturn, LLC (past 3 years)
- Current Members of Board of Directors of Saturn Distribution Corporation
- Affiliations of Current Members of Board of Directors of Saturn Distribution Corporation
- Former Members of Board of Directors of Saturn Distribution Corporation (past 3 years)
- Current Officers of Saturn Distribution Corporation
- Former Officers of Saturn Distribution Corporation (past 3 years)
- Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc.
- Affiliations of Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc.
- Former Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. (past 3 years)
- Current Officers of Chevrolet-Saturn of Harlem, Inc.
- Former Officers of Chevrolet-Saturn of Harlem, Inc.

SCHEDULE 2

Relationships with Interested Parties

**SCHEDULE OF INTERESTED PARTIES THAT CURRENTLY EMPLOY
OR HAVE FORMERLY EMPLOYED JONES DAY IN MATTERS
UNRELATED TO THE DEBTORS OR THEIR CHAPTER 11 CASES**

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
PARTIES IN INTEREST (OR AFFILIATED ENTITIES) WHO ARE CURRENT CLIENTS OR WERE CLIENTS WITHIN THE LAST TWO YEARS³		
A. G. Edwards & Sons, Inc.	Professional	<ul style="list-style-type: none">• A. G. Edwards & Sons, Inc. is a former client.• <i>See also</i> entry below for Wachovia Corporation and Wells Capital Management entities regarding disclosure relating to parent company Wells Fargo & Co.
<i>ABN Amro Rothschild LLC</i>	Underwriting Investment Bank for Debtors' Issued and Outstanding Securities in Prior Three Years, Including Private Placement Transactions	<ul style="list-style-type: none">• <i>ABN Amro Rothschild LLC</i> is a current client formed by a former joint venture (closed 2007) between ABN Amro, Inc. and the Rothschild Group, Inc.;• Former parent company ABN Amro Inc. is the employer of an individual who is a current Jones Day client;• A consortium consisting of current clients <i>The Royal Bank of Scotland Group Plc</i> and <i>Banco Santander S.A.</i> (f/k/a Banco Santander Central Hispano Group), together with Fortis S.A.,

3

The names of current clients of Jones Day appear in bold and italics. The disclosure of stockholder interests or other affiliate relationships among potentially related entities reflects only information known to Jones Day through its conflict reporting system. Jones Day has not performed independent research to identify all stockholder interests or other affiliate relationships with respect to interested parties. Moreover, Jones Day has not disclosed representations of trade associations and similar industry or special interest organizations in which interested parties are members.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>have a majority interest ownership in former parent company ABN Amro, Inc.</p> <ul style="list-style-type: none"> Former related affiliate companies <i>ABN Amro Bank N.V. Niederlassung Deutschland, ABN Amro Bank N.V., Sucursal en Espana, Loparex, Inc. and Venture Finance Plc</i> are current clients; Former affiliate company ABN Amro Participaties BV and co-client Credit Agricole Private Equity are former clients (closed 2008); and Former affiliate companies SNS Property Finance (f/k/a ABN Amro Bouwfonds N.V.) (closed 2007), ABN Amro Bank N.V. – Chicago Branch (closed 2008) and ABN Amro Bank N.V. (closed 2009) are former clients. <i>See also</i> entries below for Greenwich Capital Markets, Inc.(n/k/a RBS Securities, Inc.) and RBS; <i>The Royal Bank of Scotland Plc</i> regarding related disclosure.
ACE (name given)	Insurance Provider	<ul style="list-style-type: none"> ACE American Insurance Company is a stockholder of current client <i>International Automotive Components Group LLC</i>; and Affiliate company ACE Insurance is affiliated with former client Montgomery Ward, Trustee in

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		Care of ACE Insurance Company (closed 2007).
Advanced Bionics	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Parent company <i>Boston Scientific Corporation</i> is a current client.
Aegon Transamer MFS Hi Yield	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Affiliate company <i>Aegon USA Realty Advisors, Inc.</i> is a current client; and • Affiliate company Transamerica Life Insurance is a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009).
AEP (Columbus Southern Power); AEP (Indiana Michigan); and AEP (SWEPCO) (CANTON)	Utility Providers	<ul style="list-style-type: none"> • Affiliate company <i>American Electric Power Service Corporation</i> is a current client.
AK Steel Corporation	Large Unsecured Creditor	<ul style="list-style-type: none"> • AK Steel Corporation is a former client (closed 2009).
Akzo Nobel Chemicals, Inc.	Large Unsecured Creditor	<ul style="list-style-type: none"> • Parent company <i>Akzo Nobel N.V.</i> and affiliate company <i>Eka Nobel, Inc.</i> are current clients; and • Affiliate company Yixing Akzo Nobel Sanyuan Chemicals Company is a joint venture participant with former client Taminco S.A. (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>AIG (a/k/a American International Group, Inc.)</p> <p>AIG Global Investment Group</p> <p>AIG Vantage Capital, L.P.</p> <p>AIU; and Lexington Insurance Company;</p>	<p>Insurance Provider</p> <p>Large Bondholder</p> <p>Major Supplier</p> <p>Insurance Providers</p>	<ul style="list-style-type: none"> • AIG (a/k/a American International Group, Inc. is the parent company of AIU and Lexington Insurance Company and current client <i>A.I. Credit Consumer Discount Company</i>; • Affiliate companies AIG Global Real Estate Investment Corporation and AIG European Real Estate Partners are affiliated entities of current client <i>Agimarques Troyes S.A.R.L.</i>; • Affiliate company National Union Insurance Company of Pittsburgh, PA is a stockholder of current client <i>International Automotive Components Group LLC</i>; • Affiliate companies The Variable Annuity Life Insurance Company (VALIC) and AIG Annuity Insurance Company are members of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); • Affiliate company AIG Life Insurance Company is a joint venture participant with former client Carter & Associates LLC (closed 2008); • Affiliate company Sun America is the employer of an individual who is a current Jones Day client; and • Affiliate companies AIG Global Investment Group and AIG Private Bank Ltd. (both closed 2007) and AIG Consumer Finance Group (closed

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>2008) are former clients.</p> <ul style="list-style-type: none"> • <i>See also</i> entry below for National Union; National Union Fire Insurance Company of Pittsburgh, PA regarding related disclosure.
<i>Aleris International, Inc.</i>	Creditor/Supplier	<ul style="list-style-type: none"> • <i>Aleris International, Inc.</i> is a current client.
<p>Allianz Global Investment</p> <p>Allianz S.E.</p> <p>Allianz International in Germany</p>	<p>Large Bondholder</p> <p>Insurance Provider</p> <p>Major Business Affiliation of Board Member</p>	<ul style="list-style-type: none"> • Affiliate company <i>Dresdner Kleinwort Limited</i> is a current client; • Affiliate company Fireman's Fund Insurance Company is a shareholder of current client <i>Magnequench International, Inc.</i>; • Affiliate company AGF Private Equity is: (a) a former client (closed 2007); (b) a member of former client Former Shareholders of Soamai (closed 2009); and (c) a stockholder of current client <i>Integrigen</i>; and • Affiliate companies Allianz Capital Partners (closed 2008) and Dresdner Bank AG (closed 2009) are former clients. • <i>See also</i> entry below for Dresdner Bank AG regarding related disclosure.
Ameren UE	Utility Provider	<ul style="list-style-type: none"> • Parent company <i>Ameren Corporation</i> is a current client.
<i>American Airlines, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>American Airlines, Inc.</i> is: (a) a current client; and (b) a stockholder of current client <i>Airline Reporting Corporation</i>; and

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> Parent company AMR Corporation is: (a) a current client; and (b) the parent of former client American Beacon Advisors, Inc. (closed 2007).
American Express Company	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Affiliated company American Express Bank is a current client.
Amoco Corporation; Atlantic Richfield Company; BP Amoco Plc; BP Plc; BP Solar International, Inc.; and BP Trinidad & Tobago LLC BP Products N America, Inc.; BP Canada Energy Marketing Corporation; and BP Energy Co. USA	Major Business Affiliations of Board Member Utility Providers	<ul style="list-style-type: none"> Amoco Corporation is a current client; Parent company BP Plc and affiliate company BP Exploration Alaska are former clients (both closed 2008); and Affiliate company BP Alfa Petroleum Limited is a partner in current client TNK-BP.
ANR Pipeline Company	Utility Provider	<ul style="list-style-type: none"> ANR Pipeline Company is a current client.
AON, Inc.	Insurance Provider	<ul style="list-style-type: none"> Affiliate company AON Conseil & Courtage S.A. is a current client.
Apollo Management, L.P.	Investment as a Limited Partnership	<ul style="list-style-type: none"> Apollo Management, L.P. is the parent company of current client Momentive Performance Materials, Inc.
Applied Intellectual Capital Limited	Strategic Alliance Partner	<ul style="list-style-type: none"> Applied Intellectual Capital Limited is a current client.
Arvinmeritor, Inc.	Major Supplier	<ul style="list-style-type: none"> Arvinmeritor, Inc. is a former client (closed 2007).
Asbury Automotive Group, Inc.	Major Customer	<ul style="list-style-type: none"> Asbury Automotive Group, Inc. (closed 2008) and related entity Special Committee of Board of Directors of Asbury Automotive Group, Inc. (closed 2007) are

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		former clients.
<p>AT&T, Inc.; AT&T Business Service; AT&T Calling Cards; AT&T Cap Services, Inc.; AT&T Collocation Pro Cabs; AT&T Datacomm, Inc. AT&T, Inc. Legacy SBC; AT&T Teleconference; AT&T VTNS; AT&T Worldnet; and AT&T Yellow Pages</p> <p>AT&T Corporation</p> <p>AT&T Southeast</p>	<p>Utility Providers</p> <p>Major Business Affiliation of Board Member</p> <p>and</p> <p>Utility Provider</p> <p>Major Business Affiliation of Board Member</p>	<ul style="list-style-type: none"> • AT&T, Inc. and affiliate company AT&T California are current clients; • Affiliated entity AT&T Pension Trust is a partner in current client Morgan Stanley Real Estate Fund II; • Affiliated entity AT&T Master Pension Trust is a limited partner in current client MS Real Estate Fund, Inc.; and • An individual Director of AT&T, Inc. is a former Jones Day client (closed 2008).
Aurelius Capital Partners, L.P.	Major Litigation Claimant	<ul style="list-style-type: none"> • Aurelius Capital Partners, L.P. and affiliate company Aurelius Capital Master, Ltd. are stockholders of current client International Automotive Components Group LLC; and • Affiliated company Aurelius Capital Management, L.P. is a former client (closed 2008).
Austin Ventures	Investment as a Limited Partnership	<ul style="list-style-type: none"> • Austin Ventures is a stockholder of current client Benefitmall, Inc.
Australia and New Zealand Bank	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Parent company Australia and New Zealand Banking Group Limited is a current client.
Automotive Lighting Corporation	Large Unsecured Creditor	<ul style="list-style-type: none"> • Affiliate company Automotive Lighting Japan K.K. is a current client. • <i>See also</i> entry below for parent company Fiat S.p.A. regarding

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		related disclosure.
Avis Budget Car Rental LLC; and Avis Budget Group, Inc.	Major Customers	<ul style="list-style-type: none"> Parent company Avis Budget Group, Inc. is a former client (closed 2009).
AXIS Insurance Company	Insurer and/or Insurance Broker	<ul style="list-style-type: none"> AXIS Insurance Company is a stockholder of current client <i>International Automotive Components Group LLC</i>.
Ballard Power Systems, Inc.	Major Supplier	<ul style="list-style-type: none"> Ballard Power Systems, Inc. is a former client (closed 2007).
Baltimore Gas & Electric Company	Utility Provider	<ul style="list-style-type: none"> Affiliate company <i>Constellation Power Source Generation, Inc.</i> is a current client.
Banca Intesa	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Banca Intesa SpA is the ultimate parent of former client Metal closures (Properties) Limited (closed 2007).
<i>Banco Bilbao Vizcaya Argentaria S.A. (BBVA)</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> <i>Banco Bilbao Vizcaya Argentaria S.A. (BBVA)</i> is: (a) a current client; and (b) a major stockholder of current client <i>Citic International Financial Holdings Limited</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Banc of America Securities LLC</p> <p>Bank of America, N.A.</p>	<p>Underwriting Investment Bank for GM Securities</p> <p>Major Secured Lender (Credit Revolver)</p>	<ul style="list-style-type: none"> • Banc of America Securities LLC is: (a) a stockholder of current client <i>International Automotive Components Group</i> LLC; and (b) a former member of former client Murray Energy Ad Hoc Committee (closed 2009); • Parent company <i>Bank of America Corporation</i> is: (a) a current client; and (b) a stockholder of former client Giant Industries, Inc. (closed 2009); • Affiliate companies <i>DSP Merrill Lynch Limited, Merrill Lynch Asia Pacific Ltd., Merrill Lynch International</i> and <i>Merrill Lynch Europe Plc</i> are current clients; • Affiliate company <i>Merrill Lynch & Co., Inc.</i> is: (a) a current client; (b) the employer of four individuals who are former Jones Day clients (all closed 2008); and (c) a co-client with current client <i>CS First Boston, Inc.</i>; • Affiliate company Merrill Lynch Credit Products LLC is a member of current client <i>Bi-Lo Ad Hoc Committee</i>; • Affiliate company Merrill Lynch Pierce Fenner & Smith Incorporated is the employer of two individuals who are current Jones Day clients; and • Affiliate companies BA Capital Advisors Limited and Merrill Lynch International (Australia) Limited (both closed 2007) and LaSalle Bank, National Association (closed 2008) are

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>former clients.</p> <ul style="list-style-type: none"> See also entry below for Merrill Lynch and affiliated companies regarding related disclosure.
Bank of China	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Parent company Central Huijin Investment Company Limited is a stockholder of current client Phoenix Satellite Television Holdings Ltd.; and Affiliate company Bank of China, Sydney Branch is a former client (closed 2008).
Bank of Montreal	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Bank of Montreal is the parent of former client Harris N.A. (closed 2009).
Bank of New York (n/k/a Bank of New York Mellon)	<p>Indenture Trustee (including parties to municipal bond financing arrangements);</p> <p>Major Secured Lender (Credit Revolver);</p> <p>and</p> <p>Professional</p>	<ul style="list-style-type: none"> Bank of New York (n/k/a Bank of New York Mellon) is: (a) a current client; and (b) a member of current client Allegheny Health Education Research Foundation (AHERF) Creditors' Committee; and Parent company Mellon Financial Corporation is a current client. See also entry below for CIBC (a/k/a Canadian Imperial Bank of Commerce) regarding related disclosure.
Bank of Nova Scotia	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Affiliate company Scotia Fondos, S.A. de C.V., Sociedad Operadora Dades de Inversión, Grupo Financiero Scotiabank is a current client.
Bank One Corporation (n/k/a JPMorgan Chase)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Bank One Corporation is now known as JPMorgan Chase.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> See entries below for Bear Stearns; <i>Bear Stearns & Co., Inc.</i>; Bear Stearns International Limited; Highbridge Capital Management LLC; and JPMorgan Chase & Co. (JPMorgan Chase) and affiliated companies regarding related disclosure.
<p>Barclays Bank Plc</p> <p>Barclays Bank of Kenya Limited</p> <p>Barclays Capital, Inc.</p> <p>Barclays Global Investors Limited; and Barclays Global Investors, National Association</p>	<p>Counterparty to Major Contract with the Debtors</p> <p>and</p> <p>Major Secured Lender (Credit Revolver)</p> <p>Counterparty to Major Contract with the Debtors</p> <p>Significant Bondholder</p> <p>and</p> <p>Underwriting Investment Bank for GM's Securities</p> <p>Major Shareholders</p>	<ul style="list-style-type: none"> Barclays Bank Plc and affiliate company Barclays Capital are former clients (both closed 2009); Affiliate company <i>Barclays Bank, S.A.E.</i> was a client of Jones Day in a matter that has not proceeded since July 2008; Affiliate company Barclays Global Investors UK Holdings, Limited is a major equity stockholder of current client <i>Borders Group, Inc.</i>; Affiliate company Barclays Global Investors, N.A. is a stockholder of current client <i>FLYi, Inc.</i>; Affiliate company Barclays Capital Real Estate is a joint venture participant with current client <i>Westbrook Real Estate Fund VI</i>; Affiliate company Barclays Private Equity France SA is the parent of current client <i>Compagnie de Fives-Lille</i>; and Affiliate company Barclays Unquoted Investments Limited is a stockholder of current client <i>Enigma Holidays Limited</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Bay State Gas Company; and Energy USA – TPC IN	Utility Providers	<ul style="list-style-type: none"> Affiliate company Columbia Gas Transmission is a current client.
Bayerische Landesbank	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Affiliate companies Bayerische Landesbank, New York Branch and Bayerische Landesbank, Milan Branch are current clients.
Bear Stearns Bear Stearns & Co., Inc.; and Bear Stearns International Limited	Major Secured Lender (Credit Revolver) Professionals	<ul style="list-style-type: none"> Bear, Stearns & Co., Inc. is: (a) a current client; and (b) a stockholder of current client International Automotive Components Group, Inc. See also entry above for Bank One Corporation (n/k/a JPMorgan Chase) and entries below for Highbridge Capital Management LLC and JPMorgan & Co. (JPMorgan Chase) and affiliated companies regarding related disclosure.
Bell South; Bell South Business Systems; and Bell South Long Distance	Utility Providers	<ul style="list-style-type: none"> Former parent company BellSouth Corporation, now known as current client AT&T, Inc. is: (a) a former client (closed 2008); and (b) a former joint venturer in current client Cingular Wireless LLC (n/k/a AT&T Wireless).
Benteler Automotive	Large Unsecured Creditor	<ul style="list-style-type: none"> Parent company Benteler AG is a current client.
Blackrock BD FD Inc Hi Inc FD; Blackrock Corp Hi Yld Fd III I; Blackrock Corp Hi Yld Fd Inc; Blackrock Corp Hi Yld Fd V Inc; Blackrock Corp Hi Yld Fd VI Inc; Blackrock Debt Strt Fd Inc; Blackrock Div Inc Strt Fd Inc; Blackrock Emp Ret Fd City Dal; Blackrock FDS Hi Yld BD PF; Blackrock Fltg Rt Inc Strt; Blackrock Gbl Inv Ser Inc Str;	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Affiliated companies Blackrock Alternative Advisors and Blackrock Realty Advisors, Inc. are current clients; Affiliate company Blackrock, Inc. is a member of current client Ad Hoc Committee of Lenders to

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Blackrock Hi Inc Shrs; Blackrock Hi Yld Tr; Blackrock Met Inv Sr Tr Hi Yld; Blackrock Mgd Ac Sr Hi Inc Pf; Blackrock Multi-Strategy Fixed; Blackrock Senior Inc Ser II; Blackrock Sr Hi Fd Inc; Blackrock Sr Inc Ser IV; and Blackrock Strt Bd Tr;</p>		<p><i>Euramax;</i></p> <ul style="list-style-type: none"> • Affiliate companies Blackrock Debt Strategies Fund, Inc., Blackrock Financial Management, Inc., Blackrock Floating Rate Income Strategies, Blackrock Global Investment Series – Income and Blackrock Senior High Income Fund, Inc. are members of current client <i>Ad Hoc Committee of Geo Specialty Chemicals, Inc.</i>; and • Parent company <i>PNC Financial Services Group</i> is a current client. • <i>See also</i> entries below for <i>National City Bank</i> and PNC Leasing LLC regarding related disclosure.
<p><i>Blackstone Group, L.P.</i></p>	<p>Professional</p>	<ul style="list-style-type: none"> • <i>Blackstone Group, L.P.</i> is: (a) a current client; (b) a stockholder of current client <i>Healthmarkets, Inc.</i>; (c) affiliated with current client <i>WHM LLC</i>; (d) a joint venture participant with current client <i>Koch Industries, Inc.</i>; and (e) an affiliated entity of former clients Celanese AG and Alcor Acquisition LLC (both closed 2007); • Affiliate companies <i>Travelport, Inc.</i> and <i>Catalent Pharma Solutions, Inc.</i> are current clients; • Affiliate company Blackport Capital Fund, Ltd. is a member of former client Ad Hoc Committee of Thomson S. A. Noteholders (closed 2009); and • Affiliate company LQ Management LLC is a former

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		client (closed 2008).
Blue Care Network of Michigan; and Blue Cross/Blue Shield	Large Unsecured Creditors	<ul style="list-style-type: none"> Parent company WellPoint, Inc. and affiliated Blue Cross Blue Shield companies Blue Cross & Blue Shield of Massachusetts, Blue Cross Blue Shield MI and Capital Blue Cross are current clients; Affiliated company Blue Cross of Northeastern Pennsylvania is the trade style for Hospital Service Association, the ultimate parent of current client Allone Health Group, Inc.; Affiliated company Blue Cross and Blue Shield of Florida, Inc. is a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); Affiliated entity Blue Cross/Blue Shield Plans is an investor in former client Blue Healthcare Venture Partners LLC (closed 2007); and Affiliated company BlueCross BlueShield of Tennessee, Inc. is a former client (closed 2007).
BNP Paribas BNP Paribas Securities Corporation	Major Secured Lender (Credit Revolver) And Professional Large Bondholder	<ul style="list-style-type: none"> BNP Paribas is: (a) a current client; (b) a stockholder of former client HQ Global Holdings, Inc. (closed 2007); and (c) the employer of two individuals who are former Jones Day clients (closed 2007 and 2008, respectively); and Affiliate company Cetelem Belgium S.A. is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Board of Trustees of Carnegie Mellon University</p> <p><i>Carnegie Mellon University</i></p>	<p>Major Business Affiliation of Board Member</p> <p>Strategic Alliance Partner</p> <p>And</p> <p>Major Business Affiliation of Board Member</p>	<ul style="list-style-type: none"> • <i>Carnegie Mellon University</i> is a current client.
<p>Borg Warner Automotive, Inc.</p> <p>Borg Warner, Inc.</p>	<p>Large Unsecured Creditor</p> <p>Major Supplier</p>	<ul style="list-style-type: none"> • Affiliate company <i>Borgwarner Torqtransfer Systems, Inc.</i> is a current client; and • Affiliate company Beru AG is a former client (closed 2009).
<p><i>Brandes Investment Partners, L.P.</i></p>	<p>Major Shareholder</p>	<ul style="list-style-type: none"> • <i>Brandes Investment Partners, L.P.</i> is: (a) a current client; and (b) a major equity holder of current client <i>Georgia Gulf Corporation</i> and Dana Corporation, now known as current client <i>Dana Holding Corporation</i>.
<p>Brantley Partners</p>	<p>Investment as Limited Partnership</p>	<ul style="list-style-type: none"> • Affiliated partnership Brantley Partners IV, L.P. is a former client (closed 2008).
<p><i>Bridgestone Corporation</i></p> <p>Bridgestone/Firestone, Inc. (n/k/a <i>Bridgestone Americas Holding, Inc.</i></p>	<p>Major Supplier</p> <p>Large Unsecured Creditor</p>	<ul style="list-style-type: none"> • <i>Bridgestone Corporation</i> and affiliate company <i>Bridgestone Americas Holding, Inc.</i> (f/k/a Bridgestone/Firestone, Inc.) are current clients; and • Affiliated company Firestone Holdings LLC is the ultimate parent of Sigmatel, Inc., an affiliated entity of current client <i>Freescale Semiconductor, Inc.</i>
<p>Bridgewater Interiors LLC</p>	<p>Large Unsecured Creditor</p>	<ul style="list-style-type: none"> • Affiliate company Johnson Controls – SAFT Advanced Power Solutions is a former client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>(closed 2009).</p> <ul style="list-style-type: none"> • <i>See also</i> entry below for Johnson Controls, Inc. regarding additional related disclosure.
Brunswick Corporation	Major Customer	<ul style="list-style-type: none"> • Brunswick Corporation is: (a) the parent company of current client <i>Brunswick Bowling and Billiards Corporation</i>; and (b) a joint venture participant with current client <i>Yamaha Motor Co. Ltd.</i>
BT Group Plc	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • BT Group Plc is: (a) the parent company of current client <i>British Telecommunications Plc</i>; and (b) the ultimate parent company of current client <i>Tech Mahindra Limited.</i>
Burger King Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Affiliate company Burger King Espana, S.A. is a former client (closed 2007).
C. Reiss Coal Company	Utility Provider	<ul style="list-style-type: none"> • Parent company <i>Koch Industries, Inc.</i> is: (a) a current client; (b) a parent of current client <i>Entergy-Koch, L.P.</i>; (c) an affiliated entity of current client <i>Purina Mills, Inc.</i>; and (d) the parent of Georgia-Pacific LLC, an affiliated entity of current client <i>Georgia-Pacific Kemrock International Private Limited.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
California – American Water Company; and <i>Illinois – American Water Company</i>	Utility Providers	<ul style="list-style-type: none"> • <i>Illinois – American Water Company</i>, parent company <i>American Water Works, Inc.</i> and affiliate company <i>American Water Enterprises Group</i> are current clients.
California Attorney General	Major Litigation Claimant	<ul style="list-style-type: none"> • Governing authority, State of California is the governing authority for current client <i>Judicial Council of the State of California Administrative Office of the Courts.</i> • <i>See also</i> entries below for California State Teachers' Retirement System (CALSTRS) and City of Los Angeles regarding additional related disclosure.
California State Teachers' Retirement System (CALSTRS)	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Related state agency State of California Public Employees' Retirement System (CALPERS) is a member of current client <i>LaSalle Investment Management, Inc.</i>; and • Governing authority, State of California is the governing authority for current client <i>Judicial Council of the State of California Administrative Office of the Courts.</i> • <i>See also</i> entry above for California Attorney General and entry below for City of Los Angeles regarding additional related disclosure.
Calyon (name given)	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Affiliate company <i>Calyon, S.A. Sucursal en Espana</i> is a current client;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • Affiliate company Credit Agricole is a member of current client Forbion Capital Partners; • Affiliate company Credit Lyonnais Private Equity is a member of former client Former Shareholders of Soamai (closed 2009); and • Affiliate companies Calyon Corporate and Investment Bank (closed 2008) and CNCA (closed 2009) are former clients.
Campbell-Ewald Company; and Maclaren Mccann Canada	Large Unsecured Creditors	<ul style="list-style-type: none"> • Parent company The Interpublic Group of Companies is and affiliate company Dailey & Associates Advertising are current clients; and • Affiliate company Springpoint Limited is the employer of an individual who is a former Jones Day client (closed 2008).
Canyon Capital Advisors LLC Canyon Cap CDO 2002-I, Ltd.	Large Bondholder Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Canyon Capital Advisors LLC is: (a) a current client; (b) a member of current client Bi-Lo Ad Hoc Committee; and (c) a member of former client Ad Hoc Committee of Bondholders of Caraustar Industries, Inc. (closed 2009).
Capgemini Canada, Inc.	Large Unsecured Creditor	<ul style="list-style-type: none"> • Affiliate companies Capgemini France and Capgemini North America, Inc. are current clients.
Capital Research Global Investors Capital Research and Management Company	Major Shareholder Large Bondholder and Major Shareholder	<ul style="list-style-type: none"> • Capital Research and Management Company is: (a) a stockholder of Dana Corporation (n/k/a current client Dana Holding Corporation); and (b) a stockholder of former client Wiltel Communications Group,

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>Inc. (closed 2008); and</p> <ul style="list-style-type: none"> Parent company The Capital Group Companies, Inc. is a former client (closed 2007).
<p><i>Carlyle Group, L.P.</i>; Carlyle Partners IV, L.P.; and Carlyle Partners V, L.P.</p> <p>Carlyle High Yield Part 2008-I; and Carlyle High Yield Part IX Ltd.</p>	<p>Major Business Affiliations of Board Member</p> <p>Major Secured Lenders (Term Loans)</p>	<ul style="list-style-type: none"> <i>Carlyle Group, L.P.</i> is: (a) a current client; and (b) an affiliated entity of Carlyle Venture Partners III, L.P., the controlling stockholder of current client <i>RMI Acquisition Company, Inc.</i>; Affiliate companies <i>Allison Transmission</i> and <i>4 Gas B.V.</i> are current clients; and Affiliate companies Garrett Aviation Services, Inc. and The Relizon Company (both closed 2007) and Carlyle Europe Venture Partners, L.P. (closed 2008) are former clients. <i>See also</i> entry below for Hawaiian Telecom, Inc. regarding related disclosure.
<p>Carousel Capital II, L.P.; and Carousel Capital III, L.P.</p>	<p>Major Business Affiliation of Board Member</p>	<ul style="list-style-type: none"> Carousel Capital is the ultimate parent of current client <i>Nestor Sales LLC</i>.
<p>Caterpillar Logistics LLC; Caterpillar Logistics Supply Chain Services GMBG; and Caterpillar Logistics Supply Chain Services Italia S.R.L.</p> <p>Caterpillar Logistics Services, Inc.; and Caterpillar Logistics Services International, N.V.</p>	<p>Entities in which GM Owns an Equity Interest</p> <p>Joint Venturers</p>	<ul style="list-style-type: none"> Parent company Caterpillar, Inc. is a former client (closed 2008); and Related entity <i>Caterpillar Inc. Retirement Plan Committee</i> is a current client.
<p>Cellco Partnership</p>	<p>Large Unsecured Creditor</p>	<ul style="list-style-type: none"> Cellco Partnership is a subsidiary of current client <i>Verizon Wireless, Inc.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> • <i>See also</i> entries below for MCI; MCI Worldcom; and Verizon; Verizon Business; Verizon Communications regarding related disclosure.
CenterPoint Energy Arkla; CenterPoint Energy Entex; CenterPoint Energy Gas Svcs ; and CenterPoint Energy Gas Trans	Utility Providers	<ul style="list-style-type: none"> • Parent company CenterPoint Energy, Inc. is: (a) a current client; and (b) an affiliated entity of former client Southeast Supply Header LLC (closed 2008).
CFAO (name given)	Major Customer	<ul style="list-style-type: none"> • To the extent it may be or related to the named party in interest, a company named CFAO Group is a current client.
Champion Buick Pontiac GMC, Inc.	North American Dealership	<ul style="list-style-type: none"> • Parent company Autonation, Inc. is a current client.
Chrysler LLC (n/k/a Old Carco LLC)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Chrysler LLC is now known as current client Old Carco LLC ; and • Chrysler Group LLC (f/k/a Chrysler LLC) is a current client.
CIBC (a/k/a Canadian Imperial Bank of Commerce)	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Affiliated company CIBC Mellon Trust Company is a sister company of current client Mellon Financial Corporation. • <i>See also</i> entry above for Bank of New York (n/k/a Bank of New York Mellon) regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Citibank, N.A.</p> <p>Citibank Istanbul Citibank Japan Ltd. Citibank Korea; Citibank, N.A. Bangkok Branch; Citibank, N.A. Taipei Branch</p> <p>Citibank N.A. Las Vegas NV; and Citigroup CIB</p> <p>Citibank N.A. – NY</p> <p>Citicorp Securities Services, Inc.</p> <p>Citicorp USA, Inc.</p> <p>Citigroup, Inc.</p> <p>Citigroup Global Markets, Inc.</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>and</p> <p>Indenture Trustee (including parties to municipal bond financing arrangements)</p> <p>Counterparties to Significant Contracts with the Debtors</p> <p>Professionals</p> <p>Major Secured Lender (Term Loan)</p> <p>Large Bondholder</p> <p>Secured Creditor Other Than Major Secured Lender</p> <p>Major Secured Lender (Credit Revolver)</p> <p>and</p> <p>Large Bondholder</p> <p>Underwriting Investment Bank for GM’s Securities</p>	<ul style="list-style-type: none"> Parent company Citigroup, Inc. and affiliate companies Citigroup Global Markets Asia Limited, Citigroup Global Markets Limited and TST George V S.A.R.L. are current clients; Affiliate company Citigroup Financial Products, Inc. is a stockholder of current client International Automotive Components Group LLC; Affiliate company National Benefit Life Insurance is a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); Affiliate company Citicorp Venture Capital is: (a) a major shareholder and warrant holder of current client Hilite International, Inc.; and (b) a former shareholder of former client Hancor Holding Corporation (closed 2008); Affiliate company Citigroup Financial Products, Inc. is a former affiliated entity of former client First United Asset Management Co. Ltd. (closed 2007); and Affiliate company Honma Golf Co., Ltd. is a former client (closed 2009).
<p>Citizens Gas & Coke Utility; and Citizens Thermal Energy I</p>	<p>Utility Providers</p>	<ul style="list-style-type: none"> Citizens Gas & Coke Utility is a partner in former client Proliance Energy LLC (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
City of Los Angeles	Utility Provider	<ul style="list-style-type: none"> • The City of Los Angeles is a member of current client <i>Alameda Corridor Trans Authority</i>; and • Related entity Office of the City Attorney, City of Los Angeles is a former client (closed 2008). • <i>See also</i> entries above for California Attorney General and California State Teachers' Retirement System (CALSTRS) regarding additional related disclosure.
Coca-Cola Company; Coca-Cola Beverages Plc; Coca-Cola HBC; and Greater Europe Group of The Coca-Cola Company	Major Business Affiliations of Board Member	<ul style="list-style-type: none"> • Coca-Cola Bottling Co. Consolidated is a former client (closed 2008); • An individual with a former ownership interest in affiliated company Cameron Coca-Cola Bottling Co., Inc. is a current Jones Day client (opened 2009); and • An individual who is a principal stockholder of affiliated company Cameron Coca-Cola Bottling Co., Inc. is a current Jones Day client (opened 2009).
Comerica Bank	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Parent company <i>Comerica Incorporated</i> is a current client.
Commerzbank AG	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Commerzbank AG is: (a) a former client (closed 2007); (b) a member of current client <i>Ad Hoc Committee of Alcontrol Pik Lenders</i>; and (c) the parent of current client <i>Eurohypo AG</i>.
Commonwealth Edison IL; and PECO Energy Company	Utility Providers	<ul style="list-style-type: none"> • Parent company <i>Exelon</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>Corporation</i> is a current client.
Compaq Computer Corporation; and Compaq Europe and International	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Affiliate company <i>Electronic Data Systems Corporation</i> is a current client. See also entry below for Hewlett Packard Canada Company; Hewlett Packard Company regarding related disclosure.
ConocoPhillips Company	Utility Provider	<ul style="list-style-type: none"> ConocoPhillips Company is: (a) a former client (closed 2007); (b) a partner in current client <i>Chevron Phillips Chemical Company L.P.</i>; and (c) the parent of current client <i>Phillips Petroleum Company</i>.
Consolidated (name given)	Utility Provider	<ul style="list-style-type: none"> To the extent that it may be or is related to the named party in interest, a company named <i>Consolidated Energy, Inc.</i> is a current client.
Constellation Eng Proj & Svc; and Constellation New Energy	Utility Providers	<ul style="list-style-type: none"> Affiliate company <i>Constellation Power Source Generation, Inc.</i> is a current client.
Consumers Energy	Utility Provider	<ul style="list-style-type: none"> Parent company <i>CMS Energy Corporation</i> is a current client.
Continental Casualty Company	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> Parent company Loews Corporation is the parent of current clients <i>Texas Gas Transmission LLC</i> and <i>Gulf South Pipeline Company, L.P.</i> See also entry below for Loews Corporation regarding related disclosure.
Continental AG Continental Tire (name given); and	Major Supplier Large Unsecured Creditors	<ul style="list-style-type: none"> Continental AG is the parent company of Temic Automotive of

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Temic Automotive of North America, Inc.		<p>North America, Inc. and current client <i>Continental Tire North America, Inc.</i>; and</p> <ul style="list-style-type: none"> Affiliated company Benecke-Kaliko AG is a former client (closed 2009).
<i>Cooper Standard Automotive Group</i>	Large Unsecured Creditor	<ul style="list-style-type: none"> <i>Cooper Standard Automotive Group</i> and affiliate company <i>Cooper Tire & Rubber Company</i> are current clients.
<p>Credit Suisse</p> <p>Credit Suisse Securities (USA) LLC, Investment Arm</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>Major Shareholder</p>	<ul style="list-style-type: none"> Parent company <i>Credit Suisse First Boston, Inc.</i> (a/k/a <i>CS First Boston, Inc.</i>) and affiliate companies <i>Credit Suisse Securities (Europe) Limited</i>, <i>Credit Suisse (Hong Kong) Limited</i> and <i>Select Portfolio Servicing, Inc.</i> are current clients; Ultimate parent company Credit Suisse Group is: (a) a partner of current client <i>Meadowlands Xanadu</i>; and (b) a stockholder of current client <i>Performance Logistics Group, Inc.</i>; Affiliate companies Credit Suisse Global Private Real Estate and Credit Suisse Guernsey Branch are limited partners of current client <i>Limited Partner Group of New City Asia Partners</i>; Affiliate company Credit Suisse International is a member of current client <i>Ad Hoc Committee of Alcontrol Pik Lenders</i>; and Affiliate company Credit Suisse Securities is a stockholder of current client <i>International Automotive Components Group</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>LLC.</i>
<i>CSX Transportation, Inc.</i>	Large Unsecured Creditor	<ul style="list-style-type: none"> • <i>CSX Transportation, Inc.</i> and related entity <i>Special Committee of CSX Board of Directors</i> are current clients.
<i>CUNA Mutual Insurance Society</i>	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • <i>CUNA Mutual Insurance Society</i> is: (a) a current client; and (b) a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); and • Related entity <i>Special Committee of Board of Directors of CUNA Insurance Society</i> is a current client.
Daimler AG	Strategic Alliance Partner	<ul style="list-style-type: none"> • Daimler AG is a former client (closed 2009).
Dana Corporation (n/k/a <i>Dana Holding Corporation</i>)	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> • Dana Corporation is now known as current client <i>Dana Holding Corporation</i>.
<i>Davidson Kempner Capital Management LLC</i>	Large Bondholder	<ul style="list-style-type: none"> • <i>Davidson Kempner Capital Management LLC</i> and affiliate company <i>Davidson Kempner European Partners LLP</i> are current clients.
Davis, Polk & Wardwell	Professional	<ul style="list-style-type: none"> • Davis, Polk & Wardwell is a former client (closed 2009).
<i>Dayton Power & Light Company</i>	Utility Provider	<ul style="list-style-type: none"> • <i>Dayton Power & Light Company</i> is a current client.
Delphi (a/k/a Delco Electronics Systems)	Former GM Entity and Major Customer	<ul style="list-style-type: none"> • Delphi is a participant in a joint venture that formed current client <i>Flipchip International LLC</i>
<i>Delta Air Lines, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Delta Air Lines, Inc.</i> is: (a) a current client; and (b) a stockholder of current client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>Airline Reporting Corporation.</i>
<i>Denso Corporation</i> Denso International America, Inc.	Major Supplier Large Unsecured Creditor	<ul style="list-style-type: none">• <i>Denso Corporation</i> is a current client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Deutsche Bank AG</p> <p>Deutsche Bank AG London Branch;</p> <p>Deutsche Bank Securities, Inc.</p>	<p>Major Business Affiliation of Board Member;</p> <p>Large Unsecured Creditor;</p> <p>Major Secured Lender (Credit Revolver);</p> <p>and</p> <p>Large Bondholder</p> <p>Indenture Trustee (including parties to municipal bond financing arrangements)</p> <p>Underwriting Investment Bank for GM Securities</p> <p>and</p> <p>Professional</p>	<ul style="list-style-type: none"> Deutsche Bank AG is: (a) a former client (closed 2009); (b) the parent of Pyramid Ventures, a minority interest owner of current client <i>Geobiotics, LLC</i>; (c) a member of current client <i>Ad Hoc Committee of Geo Specialty Chemicals, Inc.</i>; (d) a joint venture participant with current client <i>Orix Corporation</i>; (e) the former parent of Deutsche Bank Venture Capital, a majority stockholder of current client <i>Timebase Pty Limited</i>; (f) a major equity stockholder of current client <i>Borders Group, Inc.</i>; and (g) the parent of the employer of an individual who is a former Jones Day client (closed 2008); Affiliate companies <i>Deutsche Bank AG New York</i> and <i>Ald Autoleasing D GmbH</i> are current clients; Affiliate company Deutsche Bank Trust Company Americas is: (a) a former client (closed 2009); and (b) a stockholder of current client <i>International Automotive Components Group LLC</i>; Affiliate company Deutsche Bank AG, London Branch is: (a) a former client (closed 2009); and (b) has an ownership interest in current client <i>Deutsche Software Limited</i>; Affiliate company DB Capital Partners is a former stockholder of former client Redfern Photonics Pty Ltd. (closed 2007);

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>and</p> <ul style="list-style-type: none"> • Affiliate companies Deutsche Bank Capital Markets and DB Trust Company Limited Japan (both closed 2007) Deutsche Equities India Pvt. Ltd. (closed 2008) and Deutsche Bank AG Hong Kong Branch, DB Trustees (Hong Kong) Limited, Deutsche Bank AG, Taipei Branch and Deutsche Bank International (Asia) Limited (all closed 2009) are former clients.
<i>Discover Financial Services</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Discover Financial Services</i> is a current client.
Dmax, Ltd.	Joint Venturer – North America	<ul style="list-style-type: none"> • Dmax, Ltd. is a former client (closed 2007).
<i>Dodge & Cox</i>	Major Shareholder	<ul style="list-style-type: none"> • <i>Dodge & Cox</i> is a current client.
<i>Dominion East Ohio</i> ; Dominion Peoples Gas; and Dominion Virginia Power	Utility Providers	<ul style="list-style-type: none"> • <i>Dominion East Ohio</i> and affiliate companies <i>Dominion Nuclear Connecticut, Inc.</i> and <i>Dominion Energy Marketing, Inc.</i> are current clients.
Dominion Retail, Inc.	Utility Provider	<ul style="list-style-type: none"> • Dominion Retail, Inc. is an affiliated entity of current client <i>Dominion Energy Marketing, Inc.</i>
Dresdner Bank AG	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Dresdner Bank AG is a former client (closed 2009).; and • Affiliate company <i>Dresdner Kleinwort Limited</i> is a current client. • <i>See also</i> entry above for Allianz Global Investment and related companies regarding related

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		disclosure.
DTE Defiance LLC; DTE Energy; and DTE Tonawanda LLC	Utility Providers	<ul style="list-style-type: none"> • Affiliate company DTE Gas Storage Company is a joint venture participant with former client BP Plc (closed 2008).
Duke Energy Corporation	Utility Provider and Strategic Alliance Partner	<ul style="list-style-type: none"> • Duke Energy Corporation is a member of current client <i>AP1000 Operators Group LLP</i>; and • Affiliate companies <i>Panhandle Eastern Pipe Line Company</i> and <i>Texas Eastern Transmission, L.P.</i> are current clients. • <i>See also</i> entry below for Panhandle Eastern Pipe Line Co. USA regarding related disclosure.
Duquesne Light Company	Utility Provider	<ul style="list-style-type: none"> • Duquesne Light Company is a member of current client <i>Pace Investment Group</i>; • In 2007 Duquesne Light Company was acquired by a consortium led by former client MacQuarie Infrastructure Group (closed 2007), Diversified Utilities and Energy Trust; • Affiliated companies <i>The Gas Company LLC</i> and <i>Atlantic Aviation</i> are current clients; and • Affiliated company MacQuarie Real Estate Capital K.K. is a former client (closed 2009). • <i>See also</i> entry below for Duquesne Light Energy regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Duquesne Light Energy	Utility Provider	<ul style="list-style-type: none"> Parent company DQE, Inc. (f/k/a Duquesne Light Holdings) is a member of current client <i>Pace Investment Group</i>. <i>See also</i> entry above for Duquesne Light Company regarding related disclosure.
<i>Eastman Kodak Company</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> <i>Eastman Kodak Company</i> is: (a) a current client; and (b) a stockholder of current client <i>Genencor International</i>.
<i>Eaton Corporation</i>	Major Supplier	<ul style="list-style-type: none"> <i>Eaton Corporation</i> is a current client.
Eaton Vance CDO VIII Ltd.; Eaton Vance CDO IX Ltd.; Eaton Vance CDO X Ltd.; Eaton Vance Floating Rate Income Trust; Eaton Vance Grayson & Co.; Eaton Vance Institutional Senior Loan Fund; Eaton Vance Loan Opportunities Fund Ltd.; Eaton Vance Ltd. Duration, Inc.; Eaton Vance Medallion Floating; Eaton Vance Senior Income Trust; Eaton Vance Short Duration Dividend Income Fund; Eaton Vance Senior Debt Pf; Eaton Vance Senior Floating Rate Trust; Eaton Vance Senior Income Trust; and Eaton Vance Vt Floating Rate Income Fund	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Affiliated entity <i>South Asia Portfolio</i> is a current client.
Eli Lilly & Company	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Affiliate company Lilly France is a former client (closed 2008).
Emcon Technologies LLC	Large Unsecured Creditor	<ul style="list-style-type: none"> Parent company <i>The Shaw Group, Inc.</i> is a current client.
Employers Insurance Company of Wausau Liberty/Safeco	Major Secured Lender (Term Loan) Insurance Provider	<ul style="list-style-type: none"> Parent company Liberty Mutual Holding Company is the parent of Liberty Mutual Investment Advisors LLC, a limited partner of current client <i>Limited Partner Group of New City Asia Partners</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Entergy (Power & Light)	Utility Provider	<ul style="list-style-type: none"> • Affiliate companies Entergy Services, Inc., Entergy-Koch, L.P. and Entergy Nuclear, Inc. are current clients; and • Parent company Entergy Corporation (closed 2009) and affiliate company Entergy Enterprises, Inc. (closed 2007) are former clients.
Equitable Gas Company	Utility Provider	<ul style="list-style-type: none"> • Equitable Gas Company is a former client (closed 2007); and • Parent company EQT AB has a majority interest investment in current client Gambro Holdings AB.
Ernst & Young; Ernst & Young LLP; and Ernst & Young LLP (New York)	Major Business Affiliations of Board Member and Professionals	<ul style="list-style-type: none"> • Ernst & Young is a current client; • Affiliate company Ernst & Young LLP is the employer of an individual who is a current Jones Day client (opened 2007); and • Affiliate company Ernst & Young (London Office) is a former client (closed 2007).
Erskine B. Bowles	Current Director	<ul style="list-style-type: none"> • Mr. Bowles is a former client (closed 2007).
Essex Woodlands Health Ventures, Inc.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Essex Woodlands Health Ventures, Inc. is a current client.
European Bank for Reconstruction and Development	Joint Venture Party – Europe/Russia/GM Avtovaz	<ul style="list-style-type: none"> • European Bank for Reconstruction and Development is: (a) a former client (closed 2008); and (b) a joint venture participant with current client Renova Industries Ltd.
Evercore Partners, Inc.	Professional	<ul style="list-style-type: none"> • Affiliate company Evercore Trust Company, N.A. is a current

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>client;</p> <ul style="list-style-type: none"> • Affiliate company and current client <i>Evercore Capital Partners II, L.P.</i> has a majority ownership interest, and affiliate company Evercore Co-Investment Partners II, L.P. has a minority ownership interest in Davis Petroleum Investment LLC, an affiliated entity of current client <i>Davis Petroleum Acquisition Corporation</i>; and • Affiliate company Evercore Capital Partners, L.P. is the parent of former client American Media, Inc. (closed 2007).
Fannie Mae (a/k/a Federal National Mortgage Association)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Fannie Mae (a/k/a Federal National Mortgage Association) is: (a) a former client (closed 2008); and (b) a member of current client <i>Pace Investment Group</i>.
Faurecia Automotive	Large Unsecured Creditor	<ul style="list-style-type: none"> • Affiliate company <i>Faurecia Innernraum Systeme GmbH</i> is a current client. • <i>See also</i> entry below for Peugeot S.A. regarding related disclosure.
<i>Federal Mogul Corporation</i>	Large Unsecured Creditor	<ul style="list-style-type: none"> • <i>Federal Mogul Corporation</i> is a current client.
Fiat S.p.A.	Major Supplier	<ul style="list-style-type: none"> • Fiat S.p.A. is a stockholder of current client <i>Chrysler Group LLC</i>. • <i>See also</i> entry above for Automotive Lighting Corporation regarding related disclosure.
Fidelity Investments	Large Unsecured Creditor	<ul style="list-style-type: none"> • Fidelity Investments is a

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Fidelity Management & Research Company</p> <p>Fidelity Canadian Asset All</p>	<p>Major Shareholder and Significant Bondholder</p> <p>Major Secured Lender (Term Loan)</p>	<p>stockholder of former client Wiltel Communications Group, Inc. (closed 2008);</p> <ul style="list-style-type: none"> Fidelity Management & Research is: (a) a sister company of current client <i>Fidelity Investments Money Management, Inc.</i>; (b) a stockholder of current client <i>Harman International Industries, Incorporated</i>; and (c) a member of current client <i>Ad Hoc Committee of Noteholders of Station Casino</i>; Parent company FMR Corporation is a stockholder of current client <i>BJ Services Company USA</i>; Affiliate company <i>Fidelity Equity Partners</i> is a current client; and <i>See also</i> entry above for Capital Research and Management Company – American Funds American High Income Fund and American Income Fund of America regarding related disclosure.
<i>Fifth Third Bank</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> <i>Fifth Third Bank</i> is a current client.
First Chicago NBD Corporation (f/k/a First Chicago Corporation)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> First Chicago NBD Corporation (f/k/a First Chicago Corporation, is now known as JPMorgan Chase. <i>See</i> entry below for JPMorgan Chase & Co. (JPMorgan Chase) and affiliated companies regarding related disclosure.
First Data Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> First Data Corporation is: (a) the parent company of current client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>First Data Resources Australia Limited</i> ; and (b) an affiliated entity of current client <i>Fexco Group</i> .
Flagler Development Company LLC; Flagler Development Group; and Flagler Development Group of Florida East Coast Industries, Inc.	Major Business Affiliations of Board Member	<ul style="list-style-type: none"> Affiliate company Florida East Coast Railway is an affiliated entity of an individual who is a current Jones Day client (opened 2009).
Forstmann Little & Co.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Forstmann Little & Co. is: (a) the parent company of former client Citadel Broadcasting Corporation (closed 2007); and (b) the parent of 24 Hour Fitness Worldwide, Inc., an affiliated entity of current client <i>24 Hour Fitness Worldwide Inc.'s Compensation Committee</i>.
Fortis (name given)	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Fortis Bank (closed 2009) and affiliate companies Fortis Commercial Finance Ltd., Fortis Bank NV-SA and Fortis Bank UK Ltd. (all closed 2007) are former clients; and Affiliate company Fortis Real Estate is the parent company of former client Interparking Group (closed 2007).
Fortress Credit Investments I, Ltd.; and Fortress Credit Investments II, Ltd.	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Fortress Investment Group LLC is: (a) a former client (closed 2009); (b) the ultimate parent of Florida East Coast Railway, an entity affiliated with an individual who is a current Jones Day client (opened 2009); and (c) the parent of current client <i>Drawbridge Special Opportunities Advisors LLC</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Franklin Advisers, Inc.</i>	Large Bondholder	<ul style="list-style-type: none"> • <i>Franklin Advisers, Inc.</i> is a current client; and • Affiliated company Franklin Mutual Advisers LLC is: (a) a joint venture participant in current client <i>International Automotive Components Group North America</i>; (b) a stockholder of current client <i>International Automotive Components Group LLC</i>; and (c) a stockholder of former client International Automotive Components Group Brazil (closed 2008).
Freudenberg – NOK General Partnership	Strategic Alliance Partner	<ul style="list-style-type: none"> • Parent company Freudenberg & Co. KG is the parent of current client <i>Chem-Trend, Inc.</i>
Frontier (name given); and Frontier Corporation	Utility Providers	<ul style="list-style-type: none"> • To the extent it is or may be affiliated with the named party in interest, a company named <i>Frontier Communications Corporation</i> is a current client.
GAMCO Asset Management, Inc.	Major Shareholder	<ul style="list-style-type: none"> • Parent GAMCO Investors, Inc. is a stockholder of current client <i>CTS Corporation</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>GE Asset Management, Inc.;</p> <p>GE Capital; GE Capital Consumer Financial Services; GE Card Services ; GE Commercial Finance ; GE Fleet Services of GE Commercial Finance ; GE Insurance Solutions ;</p> <p>GE Corporate Financial Services ;</p> <p>GE Pension Trust ;</p> <p>GELCO Corporation</p> <p>General Electric Capital Corporation</p>	<p>Large Bondholder</p> <p>Major Business Affiliations of the Directors</p> <p>Secured Creditor Other Than Major Secured Lender</p> <p>Major Secured Lender (Term Loan)</p> <p>Secured Creditor Other Than Major Secured Lender</p> <p>Major Secured Lender (Term Loan)</p> <p>and</p> <p>Counterparty to Major Contract with the Debtors</p>	<ul style="list-style-type: none"> General Electric Capital Corporation is a member of current client <i>Ad Hoc Committee of Lenders to Euramax</i>; Parent company <i>General Electric Co., Inc.</i> is: (a) a current client; (b) the employer of an individual who is a current Jones Day client (opened 2008); and (c) a joint venture participant with former client NVC Industrial Development Co. Ltd. (closed 2008); Affiliate company <i>GE Capital Corporation Prop Ltd.</i> is a co-client in a matter with current client <i>Allied Irish Banks Plc</i>; Affiliate company <i>Genworth Mortgage Insurance Corporation</i> is a current client; and Affiliate company GE Supply is the employer of two individuals who are former Jones Day clients (both closed 2007).
Georgia Department of Revenue	Taxing Authority	<ul style="list-style-type: none"> Governing authority <i>State of Georgia</i> is a current client.
Georgia Natural Gas Company	Utility Provider	<ul style="list-style-type: none"> Parent company <i>AGL Resources, Inc.</i> is a current client; and Affiliate company AGL Energy Limited is a former client (closed 2009).
Georgia Power Company	Utility Provider	<ul style="list-style-type: none"> Parent company <i>The Southern Company</i> is: (a) a current client; and (b) a member of current client <i>AP1000 Operators Group LLP</i>.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Getrag Corporation</p> <p>Getrag Getriebe-Und-Zahnradfabrik</p>	<p>Large Unsecured Creditor</p> <p>Major Supplier</p>	<ul style="list-style-type: none"> Getrag Getriebe-Und-Zahnradfabrik is a participant in a former joint venture with Dana Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
<p>GKN Plc</p>	<p>Major Supplier</p>	<ul style="list-style-type: none"> GKN Plc is: (a) a former client (closed 2009); and (b) along with affiliated companies GKN Autostructures Ltd. and GKN North America, Inc., a participant in a former joint venture with Dana Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
<p>GMAC Re</p>	<p>Insurance Provider</p>	<ul style="list-style-type: none"> Affiliated companies <i>GMAC Financial Services</i> and <i>Capmark Financial Group</i> (f/k/a GMAC Commercial Mortgage Corporation) are current clients; and Former parent company General Motors Corporation (n/k/a <i>Liquidated Motors Company</i>) is: (a) a current client; (b) the employer of an individual who is a current Jones Day client; (c) a participant with current client <i>Toyota Motor Corporation</i> in a joint venture that created former client New United Motor Manufacturing, Inc. (closed 2008); (d) an affiliated entity of former client Deskom (closed 2008); and (e) a majority interest owner of former client Dmax, Ltd. (closed 2007). <i>See also</i> entries below for New United Motor Manufacturing, Inc. and <i>Toyota Motor Corporation</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Goldman Sachs</p> <p>Goldman Sachs – ABS Loans 2007-1; and Goldman Sachs – CR Parts L.P.</p> <p>Gold Sachs Group, Inc.</p> <p>Goldman Sachs & Co.</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>Major Secured Lenders (Term Loans)</p> <p>Major Business Affiliation of Board Member</p> <p>Professional</p>	<ul style="list-style-type: none"> Goldman Sachs is: (a) a stockholder of current client <i>Healthmarkets, Inc.</i>; and (b) an investor in former client Sun Edison LLC (closed 2009); Affiliate companies <i>Goldman Sachs Gao Hua Securities Company Ltd.</i> and <i>Goldman Sachs International</i> are current clients; Affiliate company <i>Goldman Sachs & Co.</i> is: (a) a current client; and (b) a stockholder of current client <i>International Automotive Components Group LLC</i>; Affiliate company <i>Goldman Sachs (Singapore) Pte.</i> is: (a) a current client; and (b) a co-client with current client <i>Kotak Mahindra Capital Company</i>; Affiliate company Goldman Sachs Capital Partners is: (a) a participant in a joint venture that owns current client <i>Cooper Standard Automotive Group</i>; and (b) a co-owner of current client <i>Education Management Corporation</i>; Affiliate company GS Capital Partners VI Fund, L.P. is affiliated with former client Alltel Corporation (closed 2009); Affiliate company Fujita Corporation is a participant in a joint venture with current client <i>Chun Wo (China) Limited</i>; Affiliate company Goldman Sachs Credit Partners, L.P. is: (a)

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>a former client (closed 2007); and (b) a member of current client <i>Service Net Solutions Ad Hoc Committee</i>; and</p> <ul style="list-style-type: none"> Affiliate company J. Aron & Company is a former client (closed 2008).
<p>Goodyear General Products Division</p> <p><i>Goodyear Tire & Rubber Company</i></p>	<p>Large Unsecured Creditor</p> <p>Major Business Affiliation of Board Member</p> <p>and</p> <p>Major Supplier</p>	<ul style="list-style-type: none"> <i>Goodyear Tire & Rubber Company</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Greenwich Capital Markets, Inc. (n/k/a RBS Securities, Inc.)	Underwriting Investment Bank for Debtors' Issued and Outstanding Securities in Prior Three Years, Including Private Placement Transactions	<ul style="list-style-type: none"> • Parent company <i>The Royal Bank of Scotland Group Plc</i> and affiliate companies <i>Royal Bank of Scotland Invoice Discount Ltd., Eurosales Finance, Citizens Financial Group, Inc.</i> and <i>RBS Invoice Finance Limited</i> are current clients; • Affiliate company <i>The Royal Bank of Scotland Plc</i> is : (a) a current client; and (b) a joint venture participant with former client Miller Developments Limited (closed 2009); • Affiliate company Royal Bank Development Capital Limited is a stockholder of current client <i>Vista Capital De Expansion, S.A., S.G.E.C.R.</i>; and • Affiliate companies The Royal Bank of Scotland Commercial Services Limited (London Region) and The Royal Bank of Scotland Sucursal en Espana are former clients (both closed 2007). • <i>See also</i> entry above for <i>ABN Amro Rothschild</i> and entry below for RBS; <i>The Royal Bank of Scotland Plc</i> regarding related disclosure.
<i>Guardian Industries Corporation</i>	Major Supplier	<ul style="list-style-type: none"> • <i>Guardian Industries Corporation</i> is a current client.
<i>Harris Corporation</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Harris Corporation</i> is a current client.
Hartford Floating Rate Fund, Inc.	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Parent company <i>The Hartford Financial Services Group, Inc.</i> is: (a) a current client; (b) the employer of an individual who is

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		a current Jones Day client; and (c) the parent of Twin City Fire Insurance Company, a stockholder of current client <i>International Automotive Components Group LLC</i> .
Hawaiian Telecom, Inc.	Utility Provider	<ul style="list-style-type: none"> • Parent company <i>Carlyle Group, L.P.</i> is: (a) a current client; and (b) an affiliated entity of Carlyle Venture Partners III, L.P., the controlling stockholder of current client <i>RMI Acquisition Company, Inc.</i>; • Affiliate companies <i>Allison Transmission</i> and <i>4 Gas B.V.</i> are current clients; and • Affiliate companies Garrett Aviation Services, Inc. and The Relizon Company (both closed 2007) and Carlyle Europe Venture Partners, L.P. (closed 2008) are former clients. • <i>See also</i> entry above for <i>Carlyle Group, L.P.</i> and affiliated companies regarding related disclosure.
Health Alliance Plan	Large Unsecured Creditor	<ul style="list-style-type: none"> • Parent company Henry Ford Health System is a former client (closed 2007).
<i>Heidrick & Struggles International, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Heidrick & Struggles International, Inc.</i> is a current client.
Helaba (Landesbank Hessen)	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Affiliate companies <i>Hannover Mobilien Leasing GmbH & Co. KG</i> and <i>Hannover Leasing Automotive GmbH</i> are current clients; and

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> Affiliate company GGM Gesellschaft Für Gebäude-Management MBH is a former client (closed 2009).
<i>Henry Schein, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> <i>Henry Schein, Inc.</i> is a current client.
Hewitt's Island CLO IV, Ltd.; Hewitt's Island CLO V, Ltd.; and Hewitt's Island CLO VI, Ltd.	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Parent company <i>Wilmington Trust Corporation</i> is a current client. <i>See also</i> entry below for <i>Wilmington Trust Corporation</i> regarding related disclosure.
Hewlett Packard Canada Company Hewlett Packard Company	Large Unsecured Creditor Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> Affiliate company <i>Electronic Data Systems Corporation</i> is a current client. <i>See also</i> entry above for Compaq Computer Corporation; Compaq Europe and International regarding related disclosure.
Highbridge Capital Management LLC	Large Bondholder	<ul style="list-style-type: none"> Parent company <i>JPMorgan Plc</i> is a current client. <i>See also</i> entries above for Bank One Corporation (n/k/a JPMorgan Chase) and Bear Stearns; <i>Bear Stearns & Co., Inc.</i>; Bear Stearns International Limited; and entry below for JPMorgan Chase & Co. (JPMorgan Chase) and affiliated companies regarding related disclosure.
<i>Hilite International, Inc.</i>	Major Supplier	<ul style="list-style-type: none"> <i>Hilite International, Inc.</i> is a current client.
Hitachi Data Systems Corporation <i>Hitachi Ltd.</i>	Major Business Affiliation of Board Member Major Supplier	<ul style="list-style-type: none"> <i>Hitachi Ltd.</i> is: (a) a current client; and (b) the parent company of Hitachi Data Systems

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>Corporation;</p> <ul style="list-style-type: none"> • Affiliate companies <i>Hitachi Power Europe GmbH, Hitachi Limited (Automotive Systems)</i> and <i>Hitachi Global Storage Technologies Singapore</i> are current clients; and • Affiliate company Hitachi Communication Technologies, Ltd. is a former client (closed 2007).
<i>Houlihan, Lokey, Howard & Zukin</i>	Professional for Significant Creditors Group	<ul style="list-style-type: none"> • <i>Houlihan, Lokey, Howard & Zukin</i> is: (a) a current client; and (b) an investor in current client <i>Infrastructure Holdings</i>; and • Parent company <i>Orix Corporation</i> is a current client.
<p>HSBC</p> <p>HSBC Finance Corporation; and HSBC Financial Corporation Ltd.</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>Strategic Alliance Partners of the Debtors</p>	<ul style="list-style-type: none"> • Affiliate companies <i>HSBC Securities and Capital Markets (India) Private, HSBC Guyerzeller Bank AG, HSBC Bank USA, National Association</i> and <i>The Hong Kong and Shanghai Banking Corporation Limited</i> are current clients; • Parent company HSBC Holdings Plc is a minority shareholder of former client Global Payments Asia-Pacific Limited (closed 2008); and • Affiliate companies HSBC – North America (U.S.) Tax Reduction Investments and Hermitage Capital Management Limited (both closed 2008) are former clients.
Illinois Tool Works, Inc.	Major Supplier	<ul style="list-style-type: none"> • Illinois Tool Works, Inc. is a

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		former client (closed 2008).
Indiana Department of Revenue	Taxing Authority	<ul style="list-style-type: none"> Governing authority <i>State of Indiana</i> is a current client.
<i>ING Bank N.V.</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> <i>ING Bank, N.V.</i> and affiliate companies <i>ING Real Estate Finance S.E. EFC S.A. Milan Branch</i>, <i>ING Servicios Corporativos, S.A. de C.V.</i>, <i>ING Barings</i>, <i>ING Baring (US) Securitie</i>, <i>ING Real Estate Development International BV</i> and <i>ING Belgium S.A.</i> are current clients; Affiliate company ING Life Insurance and Annuity Company is a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); Affiliate company ING FSI North America is the employer of an individual who is a current Jones Day client; and Affiliate companies ING Real Estate Finance (Espana) EFC, S.A. (closed 2007); and ING Real Estate Entertainment Fund and ING Real Estate Southern Europe S.L.U. (both closed 2009) are former clients.
<i>International Automotive Components Group LLC</i>	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> <i>International Automotive Components Group LLC</i> and affiliate company <i>International Automotive Components Group North America</i> are current clients.
<i>Inteva Products LLC</i> Renco Group, Inc.	Large Unsecured Creditor Major Supplier	<ul style="list-style-type: none"> Renco Group, Inc. is the parent company of current client <i>Inteva</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>Products LLC.</i>
Isuzu Commercial Truck Isuzu Motors Limited	Large Unsecured Creditor Counterparty to Major Contract with the Debtors and Joint Venturer	<ul style="list-style-type: none"> • Affiliate company <i>Isuzu Motors America, Inc.</i> is a current client; and • Affiliate company Isuzu Diesel Services of America, Inc. has a minority interest ownership in former client Dmax, Ltd. (closed 2007).
<i>JD Capital Management LLC</i>	Large Bondholder	<ul style="list-style-type: none"> • <i>JD Capital Management LLC</i> is a current client.
<i>Jefferies & Company, Inc.</i>	Secured Lender, Related Agent and/or Arranger	<ul style="list-style-type: none"> • <i>Jefferies & Company, Inc.</i> is a current client; and • Affiliate company Jefferies International Ltd. is a former client (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Johnson Controls, Inc.	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> Affiliate company Johnson Controls Northern New Mexico LLC is affiliated with current client <i>Washington Division of URS Corporation</i>; and Affiliate company Johnson Controls – SAFT Advanced Power Solutions is a former client (closed 2009). <i>See also</i> entry above for Bridgewater Interiors Plc regarding related disclosure.
JPMorgan Chase & Co. (JPMorgan Chase) <i>JPMorgan Chase Bank, N.A.</i> JPMorgan Securities, Inc. JPMorgan Whitefriars, Inc.	Major Secured Lender (Credit Revolver) and Professional Secured Creditor Other Than Major Lender Significant Bondholder and Professional Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> <i>JPMorgan Chase Bank, N.A.</i> is: (a) a current client; and (b) a joint venture participant with current client <i>Anchor Capital Investment LLC</i>; Parent company <i>JPMorgan Chase, National Association</i> is: (a) a current client; and (b) a minority shareholder of current client <i>Geobiotics LLC</i>; Affiliate company <i>Bear, Stearns & Co., Inc.</i> is: (a) a current client; and (b) a stockholder of current client <i>International Automotive Components Group, Inc.</i>; Affiliate companies <i>JPMorgan Cazenove, JPMorgan Plc, One Equity Partners II, L.P.</i> and <i>JPMorgan Securities Limited</i> are current clients; Affiliate company JPMorgan Europe Limited is a member of current client <i>Ad Hoc Committee of Autodis Mezzanine Bondholders</i>; Affiliate company JPMorgan

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>Capital is a stockholder of former client Nexpak Corporation (closed 2008); and</p> <ul style="list-style-type: none"> • Affiliate companies JPMorgan Partners Asia (closed 2007); and JPMorgan Australia Securities Ltd., Chase Bank of Texas and Washington Mutual Bank, F.A. (all closed 2008) are former clients. • <i>See also</i> entries above for Highbridge Capital regarding related disclosure.
Kansas Department of Revenue	Taxing Authority	<ul style="list-style-type: none"> • Governing authority State of Kansas is a former client (closed 2009).
<i>KBC Bank, N.V.</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • <i>KBC Bank, N.V.</i> is: (a) a current client; and (b) a co-client in a current matter with client <i>Allied Irish Banks Plc</i>; and • Affiliate company <i>KBC Lease España SAU</i> is a current client.
Key Bank	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • Parent company <i>Keycorp</i> and affiliate company <i>Key Principal Partners Corporation</i> are current clients.
<i>Key Safety Systems, Inc.</i>	Major Supplier	<ul style="list-style-type: none"> • <i>Key Safety Systems, Inc.</i> is a current client.
<i>Kohlberg Kravis Roberts & Company, L.P.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Kohlberg Kravis Roberts & Company, L.P.</i> is: (a) a current client; (b) a member of current client <i>Bi-Lo Ad Hoc Committee</i>; (c) a primary equity holder of WKI Holding Company, Inc., the parent company of former client World Kitchen, Inc. (closed 2008); and (d) a

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		stockholder of former client NXP Semiconductors USA, Inc. (closed 2009).
Korea Development Bank Korea Development Bank (Trust Business Division)	Counterparty to Major Contract with the Debtors Joint Venturer (GM Daiwoo Auto & Technology – Korea)	<ul style="list-style-type: none"> • Affiliate company <i>Korea Development Bank (KDB) Venture M&A Private Equity</i> is a current client and co-client with current client <i>KIP-SNP Taiwan Holdings Co., Ltd.</i>; and • Ultimate governing authority, the government of the Republic of South Korea is a majority stockholder of current client <i>Korea Expressway Corporation.</i>
KPMG LLP	Professional	<ul style="list-style-type: none"> • KPMG LLP is: (a) a former client (closed 2008); and (b) the employer of two individuals who are former Jones Day clients (closed 2007 and 2009, respectively); and • Affiliate companies KPMG, Inc. and KPMG (Corporate Recovery) are former clients (both closed 2008).
Krispy Kreme Doughnuts, Inc.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • A Jones Day attorney is a current and/or former Director of Krispy Kreme Doughnuts, Inc.
LaSalle Bank, National Association	Secured Lender, Related Agent and/or Arranger and Party to Swap Agreement	<ul style="list-style-type: none"> • LaSalle Bank, National Association is: (a) a former client (closed 2008); and (b) the parent of former client Standard Federal Bank, N.A. (closed 2007); and • Parent company <i>Bank of America Corporation</i> is a current client. • <i>See also</i> entry above for Bank of America, N.A. and entry below

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		for Merrill Lynch Capital Canada, Inc., Merrill Lynch Capital Corporation, Merrill Lynch Capital Services, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated regarding additional related disclosure.
Lazard Group LLC Lazard Ltd.	Major Business Affiliation of Board Member Major Business Affiliation of Board Member and Professional Retained by Significant Creditor Group	<ul style="list-style-type: none"> • Affiliate company Lazard Freres & Co. LLC is a current client.
Lear Corporation	Large Unsecured Creditor	<ul style="list-style-type: none"> • Lear Corporation and affiliate companies Lear North Atlantic Operations Corporation and Lear Corporation (Service and License Agreements) are stockholders of current client International Automotive Components Group LLC.
Lehman Brothers Asset Management, Inc. Lehman Brothers First Trust; and Lehman Brothers High Income Lehman Brothers, Inc	Major Shareholder Major Secured Lenders (Term Loans) Large Bondholder	<ul style="list-style-type: none"> • Lehman Brothers, Inc. is: (a) a current client; (b) a co-client with current client CS First Boston, Inc.; and (c) the former employer of ten individuals who are current Jones Day clients (all opened 2009); • Parent company Lehman Brothers Holdings, Inc. is: (a) a current client; and (b) a stockholder of current client Neuberger Investment Management Japan Limited; • Affiliated entity LB Marble Acquisition LLC is a stockholder of current client RSI Holding

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>Corporation; and</p> <ul style="list-style-type: none"> Affiliate company Lehman Brothers Opportunity Holdings, Inc. is affiliated with former client First United Asset Management Co. Ltd. (closed 2007). <i>See also</i> entry below for Neuberger Berman Income Trust regarding related disclosure.
Leo Burnett Detroit, Inc.	Large Unsecured Creditor	<ul style="list-style-type: none"> Parent company Publicis Groupe S.A. is: (a) the parent of current clients MMS Communications K.K., Publicis Asia Pacific Pte Ltd. and Saatchi & Saatchi Great Wall International Exhibit; and (b) a joint venture participant with current client Simon Property Group, Inc.
Lincoln Laboratory at the Massachusetts Institute of Technology (MIT)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> The Massachusetts Institute of Technology (MIT) is a stockholder of former client Pacific Lithium Limited (closed 2007).
Lincoln National Life SA 20; and Lincoln National Life INS 12	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Affiliated company The Lincoln National Life Insurance Company is a member of former client Ad Hoc Committee of Thomson S. A. Noteholders (closed 2009).
Lio Ho Machine Works Ltd.	Major Supplier	<ul style="list-style-type: none"> Lio Ho Machine Works Ltd. is a former client (closed 2007).
Lloyd's	Major Secured Lender (Credit Revolver) and Insurance Provider	<ul style="list-style-type: none"> Affiliate companies Lloyds TSB Commercial Finance and Greenwich Lloyd's Underwriting Limited are former clients (both closed 2007); and Related company Lloyds TSB

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		Group Plc is the employer of an individual who is a current Jones Day client (opened 2008).
Loews Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Loews Corporation is the parent company of current clients <i>Texas Gas Transmission LLC</i> and <i>Gulf South Pipeline Company, L.P.</i> See also entry above for Continental Casualty Company regarding related disclosure.
Loomis Sayles and Company, L.P.	Large Bondholder	<ul style="list-style-type: none"> Parent company <i>Natixis</i>, f/k/a former client Natexis Banques Populaires (closed 2008), and affiliate companies <i>Natixis S.A. Sucursal en Espana</i>, <i>Natixis Capital Markets</i>, <i>Caisse Francaise De Developpement Industriel</i>, <i>Coface</i> and <i>Ventech</i> are current clients ; Affiliate company Cape Natexis is a stockholder of current client <i>Accent</i>; and Affiliated companies Caisse Nationale Des Caisses D'Epargne, Ixis Corporate & Investment Bank and Ixis AEW Europe (all closed 2007); and Natexis Commodity Markets Limited and Groupe Caisse D'Epargne (both closed 2008) are former clients.
Loop Capital Markets LLC	Underwriting Investment Bank for Debtors' Issued and Outstanding Securities in Prior Three Years, Including Private Placement Transactions	<ul style="list-style-type: none"> Loop Capital Markets LLC is the former employer of an individual who is a former Jones Day client (closed 2009).
Lord Abbett & Co., Inc. Lord Abbett Inv. Tr-Float Rate	Large Bondholder Major Secured Lender (Term	<ul style="list-style-type: none"> Parent company Lord Abbett & Co., Inc. is a stockholder of Dana

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
	Loan)	Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
Mackay Shields Coreplusalpha Ltd.	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> Parent company <i>New York Life Insurance Company</i> is: (a) a current client; and (b) along with affiliate company New York Life Insurance and Annuity Corporation, a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009).
<i>Magna International, Inc.</i>	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> <i>Magna International, Inc.</i> is a current client.
Mahle-Stiftung GmbH	Major Supplier	<ul style="list-style-type: none"> Affiliate company <i>Mahle GmbH</i> is a current client.
Marsh, Inc.	Insurance Provider	<ul style="list-style-type: none"> Affiliate company <i>Encon Underwriting Ltd.</i> is a current client; and Affiliate companies Mercer Human Resource Consulting (closed 2007) and Marsh (Hong Kong) Limited (closed 2009) are former clients.
MCI; and MCI Worldcom	Utility Providers	<ul style="list-style-type: none"> Current client <i>MCI Worldcom S.A.</i> (f/k/a MCI, Inc.) is now known as current client <i>Verizon Business</i>; Affiliate company <i>MCI Worldcom Network Services, Inc.</i> (n/k/a MCI Network Services, Inc.) is a current client and a subsidiary of current client <i>Verizon Business</i>; and Ultimate parent company <i>Verizon Communications, Inc.</i> and affiliate company <i>Verizon Japan</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p><i>Ltd.</i> (f/k/a MCI Worldcom Japan, Ltd.) are current clients.</p> <ul style="list-style-type: none"> • <i>See also</i> entry above for Cellco Partnership and entry below for Verizon; <i>Verizon Business</i>; <i>Verizon Communications</i> regarding related disclosure.
Merck & Co., Inc.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Merck & Co., Inc. is a participant in a joint venture with Aventis S.A. that formed former client Merial Limited (closed 2007); and • Affiliate companies <i>Merck Sharp & Dohme Asia Limited</i> and <i>Rosetta Inpharmatics LLC</i> are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Merrill Lynch</p> <p>Merrill Lynch Cap Serv Inc.</p> <p>Merrill Lynch Canada Finance Company; Merrill Lynch International & Co. CV; Merrill Lynch Preferred Capital Trust I; Merrill Lynch Preferred Capital Trust II; Merrill Lynch Preferred Capital Trust III; Merrill Lynch Preferred Capital Trust IV; Merrill Lynch Preferred Capital V; Merrill Lynch Preferred Capital VI; Merrill Lynch Preferred Funding I, L.P.; Merrill Lynch Preferred Funding II, L.P.; Merrill Lynch Preferred Funding III, L.P.; Merrill Lynch Preferred Funding IV, L.P.; and Merrill Lynch Preferred Funding V, L.P.</p> <p><i>Merrill Lynch & Co., Inc.</i></p> <p><i>Merrill Lynch International Ltd.</i></p> <p>Merrill Lynch Pierce Fenner & Smith</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>Major Secured Lender (Term Loan)</p> <p>Major Business Affiliations of Board Member</p> <p>Professional and Major Business Affiliation of Board Member</p> <p>Professional</p> <p>Underwriting Investment Bank for GM's Securities and Professional</p>	<ul style="list-style-type: none"> Parent company <i>Bank of America Corporation</i> is: (a) a current client; (b) a stockholder of former client Giant Industries, Inc. (closed 2009); and (c) a former member of former client Murray Energy Ad Hoc Committee (closed 2009); Affiliate companies <i>DSP Merrill Lynch Limited, Merrill Lynch Asia Pacific Ltd., Merrill Lynch International</i> and <i>Merrill Lynch Europe Plc</i> are current clients; Affiliate company <i>Merrill Lynch & Co., Inc.</i> is: (a) a current client; (b) the employer of four individuals who are former Jones Day clients (all closed 2008); and (c) a co-client with current client <i>CS First Boston, Inc.</i>; Affiliate company Merrill Lynch Credit Products LLC is a member of current client <i>Bi-Lo Ad Hoc Committee</i>; and Affiliate company Merrill Lynch Pierce Fenner & Smith Incorporated is the employer of two individuals who are current Jones Day clients. <i>See also</i> entry above for Banc of America Securities, Inc.; Bank of America regarding related disclosure.
<p>Metalmark Capital LLC</p>	<p>Investment as Limited Partnership</p>	<ul style="list-style-type: none"> Metalmark Capital LLC has a majority interest ownership in former client Southerncare, Inc. (closed 2008).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Michigan Department of the Treasury	Government and State Regulatory Agency	<ul style="list-style-type: none">State related entities State Treasurer of the State of Michigan, Michigan State Police Retirement System and Michigan State Employees' Retirement System are stockholders of current client <i>Magnequench International, Inc.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Mizuho Corporate Bank Ltd.</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • <i>Mizuho Corporate Bank Ltd.</i> and affiliate companies <i>Apposite Capital LLC</i> and <i>Mizuho Securities Co., Ltd.</i> are current clients; and • Affiliate company <i>Mizuho Securities USA, Inc.</i> is a former client (closed 2008).
<i>Morgan, Lewis & Bockius LLP</i>	Professional Retained by a Significant Creditor Group	<ul style="list-style-type: none"> • <i>Morgan, Lewis & Bockius LLP</i> is a current client.
<p>Morgan Stanley</p> <p><i>Morgan Stanley & Co., Inc.</i></p> <p>Morgan Stanley Senior Funding, Inc.</p>	<p>Professional and</p> <p>Major Secured Lender (Credit Revolver)</p> <p>Professional;</p> <p>Major Shareholder; and</p> <p>Major Business Affiliation of Board Member</p> <p>Major Secured Lender (Term Loan)</p>	<ul style="list-style-type: none"> • Morgan Stanley is a member of current client <i>Pace Investment Group</i>; • Affiliate company <i>Morgan Stanley & Co., Incorporated</i> is: (a) a current client; (b) a co-client with current client <i>CS First Boston, Inc.</i>; and (c) a stockholder of current client <i>Education Finance Partners, Inc.</i>; • Affiliate companies <i>Morgan Stanley Realty, Inc.</i>, <i>Morgan Stanley Real Estate Fund II</i>, <i>Morgan Stanley Real Estate Fund III</i>, <i>Morgan Stanley Real Estate Fund IV</i>, <i>Morgan Stanley Real Estate Fund V</i>, <i>Morgan Stanley Real Estate Fund VI</i>, <i>Morgan Stanley Real Estate Fund VII</i>, <i>Morgan Stanley & Co. International Ltd.</i>, <i>JM Morgan Stanley Private Ltd.</i>, <i>Morgan Stanley Dean Witter Asia (Taiwan) Limited</i>, and <i>Morgan Stanley Real Estate Special Situations Fund</i> are current clients; • Affiliate company <i>Morgan</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p><i>Stanley Real Estate Fund, Inc.</i> is: (a) a current client; and (b) a joint venture participant with current client <i>Simon Property Group, Inc.</i>;</p> <ul style="list-style-type: none"> • Affiliate company <i>Morgan Stanley International, Inc.</i> is: (a) a current client; and (b) a joint venture participant with former client China International Capital Corporation Ltd. (closed 2007); and • Affiliate company Morgan Stanley European Real Estate Special Situations Fund II is a former client (closed 2007).
<i>Motorola, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Motorola, Inc.</i> is: (a) a current client; and (b) the sponsor of current client <i>Retiree Benefits Committee of the Motorola 401(k)</i>.
<i>National City Bank</i>	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • <i>National City Bank</i> is: (a) a current client; and (b) the employer of an individual who is a current Jones Day client; • Parent company <i>PNC Financial Services</i> is a current client; and • Former parent company National City Corporation is a former client (closed 2009). • <i>See also</i> entry above for Blackrock entities and entry below for PNC Leasing LLC regarding additional related disclosure.
National Grid Plc	Utility Provider	<ul style="list-style-type: none"> • Affiliate company <i>National Grid USA</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
National Union (name given); and National Union Fire Insurance Company of Pittsburgh, PA	Insurance Providers	<ul style="list-style-type: none"> To the extent it is the named party in interest, National Union Insurance Company of Pittsburgh is a stockholder of current client <i>International Automotive Components Group LLC</i>. <i>See also</i> entry above for AIU; Lexington Insurance regarding disclosure relating to American International Group, Inc. (AIG), the parent company of National Union Fire Insurance Company of Pittsburgh, PA.
Neuberger Berman Income Trust	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> In May 2009 a group consisting of portfolio managers, management and senior professionals acquired a 51% majority interest in parent company Neuberger Investment Management Ltd. (f/k/a Neuberger Berman LLC), with a 49% minority interest being retained by former parent company <i>Lehman Brothers Holdings, Inc.</i>, which is: (a) a current client; and (b) the parent of current client <i>Lehman Brothers, Inc.</i>; and Affiliate company <i>Neuberger Investment Management Japan Limited</i> is a current client. <i>See also</i> entry above for Lehman Brothers Asset Management, Inc. and related entities regarding related disclosure.
New United Motor Manufacturing, Inc.	Counterparty to Major Contract with the Debtors and Joint Venturer	<ul style="list-style-type: none"> New United Motor Manufacturing, Inc. is a former client (closed 2008). <i>See also</i> entry above for GMAC

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		Re and entry below for <i>Toyota Motor Corporation</i> regarding related disclosure.
New York Life Ins GP Port Alp; and New York Life Ins Co GP	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Parent company <i>New York Life Insurance Company</i> is: (a) a current client; and (b) along with affiliate company New York Life Insurance and Annuity Corporation, a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009).
Niject Services Company	Counterparty to Major Contract with the Debtors	<ul style="list-style-type: none"> Affiliate company <i>Praxair Asia, Inc.</i> is a current client.
Nordea Bank AB	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> Affiliate company Nordea Fastigheter AB is a former client (closed 2007).
Northern Indiana Public Service (NIPSCO)	Large Unsecured Creditor	<ul style="list-style-type: none"> Affiliate company <i>Columbia Gas Transmission</i> is a current client.
<i>The Northern Trust Company</i> Northern Trust Company Securities Lending Northern Trust Investments, N.A.	Major Secured Lender (Credit Revolver) Large Bondholder Major Shareholder	<ul style="list-style-type: none"> <i>The Northern Trust Company</i> is a current client; and Affiliate company Norlease, Inc. is the employer of an individual who is a former Jones Day client (closed 2009).
Northrup Grunman Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Northrup Grunman Corporation is a former client (closed 2008).
Oaktree Capital Management LLC Oaktree – Emp Ret Fd City of D; Oaktree – Gen Brd Pen Hlth Bnf; Oaktree – High Yield LP; Oaktree – Intl Paper Co Comngl; Oaktree – Pac Gas & Elec Post; Oaktree Cap Mgmt-Hi Yld Tr; Oaktree Loan Fund 2x (Cay) LP; Oaktree Loan Fund, L.P. Oaktree – Bill & Melinda Gates Oaktree – DaimlerChrysler Corp M;	Large Bondholder Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Parent company Oaktree Capital Management LLC is: (a) the owner of current client <i>Pangaea Capital Management (Singapore) Pte, Ltd.</i>; (b) a member of current client <i>Ad Hoc Committee of Noteholders of Station Casino</i>; (c) the parent of current client <i>OCM Luxembourg</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<p>Oaktree – High Yield Fd II LP; Oaktree – San Diego Cty Emp Ret; Oaktree – Tmct LCC; OCM – Cent St, SE & SW Pens Pl; OCM – IBM Personal Pens Pl; OCM – Pac Gas & Elec Comp Ret Tr; OCM – State Teach Ret OH; and OCM – Wm Pool Hi Yld Fix Int Tr</p>		<p><i>EPOF II S.A.R.L.</i>; (d)) the parent of former client Oaktree Capital (Hong Kong) Limited (closed 2008); and (e) along with related entities OCM Principal Opportunities Fund IIIA, Ltd., OCM Principal Opportunities Fund IIIGP, Ltd. and OCM Principal Opportunities Fund III, Ltd., a stockholder of former client Interep National Radio Sales, Inc. (closed 2009);</p> <ul style="list-style-type: none"> • Affiliate company OCM Holdings LLC is affiliated with an individual who is a current Jones Day client (opened 2007); and • Affiliate company OCM Opportunities Fund II, L.P. is a stockholder of current client <i>Doskocil Manufacturing Company, Inc.</i>
<p>Ohio Department of Taxation; Ohio Department of Taxation Commercial Activity Tax; and Ohio Excise Tax and Assessment Unit</p>	Taxing Authorities	<ul style="list-style-type: none"> • Governing authority <i>State of Ohio</i> is a current client and the governing authority for state-related entity and current client <i>The Ohio Supreme Court.</i>
<p><i>OEconnection LLC</i>; and OEconnection Manager Corporation</p>	Joint Venturers – North America	<ul style="list-style-type: none"> • <i>OEconnection LLC</i> is a current client.
<p>Ohio Edison; The Illuminating Company; and Toledo Edison Company</p>	Utility Providers	<ul style="list-style-type: none"> • Parent company <i>FirstEnergy Corporation</i> is a current client.
<p>Ohio Water Development Authority</p>	Counterparty to Major Contract with the Debtors	<ul style="list-style-type: none"> • The <i>State of Ohio</i>, the governing authority for the Ohio Water Development Authority, is: (a) a current client; and (b) the governing authority for current client <i>The Ohio Supreme Court.</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Oklahoma Gas & Electric Company and Public Service Company	Utility Provider	<ul style="list-style-type: none"> Oklahoma Gas & Electric Company and Public Service Company is a former client (closed 2008); and Parent company OGE Energy Corporation is: (a) a current client; and (b) the employer of an individual who is a former Jones Day client (closed 2009).
Oppenheimer Sr. Floating Rate Fund	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> Affiliated company Oppenheimer & Co., Inc. is a former client (closed 2007).
Pacific Gas & Electric Company	Utility Provider	<ul style="list-style-type: none"> Pacific Gas & Electric Company is a former client (closed 2009).
Panasonic Corporation	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> Affiliate company Panasonic Avionics Corporation is a current client.
Panhandle Eastern Pipe Line Co. USA	Utility Provider	<ul style="list-style-type: none"> Affiliate company Panhandle Eastern Pipe Line Company is a current client. See also entry above for parent company Duke Energy Corporation regarding related disclosure.
Penske Corporation Penske Automotive Group, Inc.	Counterparty to Major Contract with the Debtors Major Customer	<ul style="list-style-type: none"> Penske Corporation: (a) has a minority interest ownership in current client Penske Automotive Group, Inc.; and (b) is a joint venture participant with Dana Corporation (n/k/a current client Dana Holding Corporation); and Affiliate companies Penske Logistics LLC and Penske Leasing Co., L.P. are current clients.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Peugeot S.A.	Major Supplier	<ul style="list-style-type: none"> • Affiliate companies Peugeot Citroen Japon Co., Ltd. and Faurecia Innernraum Systeme GmbH are current clients; and • Affiliate company Peugeot Japan Co., Ltd. is a former client (closed 2008). • <i>See also</i> entry above for Faurecia Automotive regarding related disclosure.
Pfizer; Pfizer Foundation; Pfizer Global Pharmaceuticals; Pfizer Human Health; Pfizer, Inc. ; Pfizer Ltd.; and Pfizer Pharmaceuticals Group	Major Business Affiliations of Board Member	<ul style="list-style-type: none"> • Pfizer, Inc. and affiliate companies Encysive Pharmaceuticals, Inc. and Esperion Therapeutics, Inc. are current clients; and • Affiliate company Pharmacia AB is a former client (closed 2007).
Pharmaceutical Research and Manufacturers of America ; and Pharmaceutical Research and Manufacturers Association of America	Major Business Affiliations of Board Member	<ul style="list-style-type: none"> • Pharmaceutical Research and Manufacturers of America is a current client.
Philip A. Laskawy	Current Member of Board of Directors for General Motors Corporation	<ul style="list-style-type: none"> • Mr. Laskawy is a director of Discover Financial Services which is a current Jones Day client.
PNC Leasing LLC	Counterparty to Major Contract with the Debtors	<ul style="list-style-type: none"> • Parent company PNC Financial Services Group and affiliated entity Administrative Committee of PNC Financial Services Group are current clients; • Affiliate company PNC Bank, N.A. is: (a) a current client and co-client with two individuals who are current Jones Day clients (both opened 2008); and (b) a member of current client Allegheny Health Education Research Foundation (AHERF)

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p><i>Creditors' Committee;</i></p> <ul style="list-style-type: none"> • Affiliate company <i>National City Bank</i> is: (a) a current client; and (b) the employer of an individual who is a current Jones Day client; and • Affiliate company National City Corporation is a former client (closed 2009). • <i>See also</i> entries above for Blackrock entities and <i>National City Bank</i> regarding related disclosure.
<i>Polygon Investment Partners LLP</i>	Large Bondholder	<ul style="list-style-type: none"> • <i>Polygon Investment Partners LLP</i> is a current client.
PPG Industries, Inc.	Joint Venture Partner; Large Unsecured Creditor; and Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • PPG Industries, Inc. is a former client (closed 2009).
Praxair, Inc.	Secured Lender, Related Agent and/or Arranger	<ul style="list-style-type: none"> • Affiliate company <i>Praxair Asia, Inc.</i> is a current client.
PSE&G	Utility Provider	<ul style="list-style-type: none"> • Affiliate company <i>PSEG Resources LLC</i> is a current client.
PTT Public Co., Ltd.	Strategic Alliance Partner	<ul style="list-style-type: none"> • PTT Public Co., Ltd. is a stockholder of former client Star Petroleum Refining Company (closed 2009).
Quaker Oats Company	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Parent company <i>Pepsico, Inc.</i> is: (a) a current client; (b) a minority stockholder of current client <i>The Pepsi Bottling Group, Inc.</i>; (c) a partner in current client <i>Pepsi/Lipton Tea Partnership</i>; (d) the employer of an individual

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>who is a current Jones Day client; (e) the former parent of current client <i>Pizza Hut, Inc.</i>; and (f) the ultimate parent of current client <i>Frito Lay, Inc.</i>; and</p> <ul style="list-style-type: none"> Former affiliate company Pizza Belgium BVBA is a former client (closed 2007).
RAND Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Affiliate company <i>RAND Technologies Asia Pacific Holding Pte Ltd.</i> is a current client.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
RBS; and <i>The Royal Bank of Scotland Plc</i>	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> • <i>The Royal Bank of Scotland Plc</i> is : (a) a current client; and (b) a joint venture participant with former client Miller Developments Limited (closed 2009); • Parent company <i>The Royal Bank of Scotland Group Plc</i> and affiliate companies <i>Royal Bank of Scotland Invoice Discount Ltd.</i>, <i>Eurosales Finance</i>, <i>Citizens Financial Group, Inc.</i> and <i>RBS Invoice Finance Limited</i> are current clients; • Affiliate company Royal Bank Development Capital Limited is a stockholder of current client <i>Vista Capital De Expansion, S.A.</i>, <i>S.G.E.C.R.</i>; and • Affiliate companies The Royal Bank of Scotland Commercial Services Limited (London Region) and The Royal Bank of Scotland Sucursal en Espana are former clients (both closed 2007). • <i>See also</i> entries above for <i>ABN Amro Rothschild</i> and Greenwich Capital Markets, Inc. (n/k/a RBS Securities, Inc.) regarding related disclosure.
REAMS – <i>Connecticut General Life Insurance Company</i>	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • <i>Connecticut General Life Insurance Company</i> and parent company <i>Cigna Corporation</i> are current clients.
REAMS – Indiana State Police Pension Trust	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Governing authority <i>State of Indiana</i> is: (a) a current client; and (b) a joint venture participant with current client <i>Lifepoint</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<i>Hospitals, Inc.</i>
REAMS – Prudential Ret. Insurance & Annuity Company	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • Affiliate company Prudential Insurance Company of America is a former client (closed 2007); and • Affiliate companies Prudential Annuities Limited and Prudential Retirement Income Limited are members of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009).
REAMS – <i>Santa Barbara County Employees' Retirement System</i>	Major Secured Lender (Term Loan)	<ul style="list-style-type: none"> • <i>Santa Barbara County Employees' Retirement System</i> is a current client.
Regents of the University System of Georgia	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • The Board of Regents of the University System of Georgia is the parent of Georgia Tech, an affiliated entity of current client <i>SNGT House Corporation</i>; and • Governing authority <i>State of Georgia</i> is a current client.
Reliant Energy Solutions	Utility Provider	<ul style="list-style-type: none"> • Parent company <i>RRI Energy, Inc.</i> is a current client.
Remy International, Inc.	Major Supplier	<ul style="list-style-type: none"> • Remy International, Inc. is a former client (closed 2007).
RiverSource Investments LLC	Major Shareholder	<ul style="list-style-type: none"> • Parent company Ameriprise Financial, Inc. is the parent of current client <i>Threadneedle Property Investments Limited</i>.
Robotic Vision Systems, Inc.	Joint Venturer – North America	<ul style="list-style-type: none"> • Parent company <i>Siemens AG</i> is: (a) a current client; (b) a minority stockholder of current client <i>Voith Hydro GmbH & Co. KG</i>; (c) a 50% joint venture partner in current clients <i>Nokia Siemens Networks</i> and <i>Silcar Pty Ltd.</i>; and

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>(d) the ultimate parent of current client <i>Voith AG</i>;</p> <ul style="list-style-type: none"> Affiliate company Siemens Technology-To-Business Center LLC is a partner of current client <i>F-Origin Ltd.</i>; and Affiliate company Voith Siemens Hydro Kraftwerkstechnik GmbH & Co. KG is a former client (closed 2009).
<i>Rockwood Specialties, Inc.</i> ; and Rockwood Holdings, Inc.	Strategic Alliance Partners	<ul style="list-style-type: none"> Rockwood Holdings, Inc. is the parent company of current client <i>Rockwood Specialties, Inc.</i>
Ryder Carrier Management Services	Large Unsecured Creditor	<ul style="list-style-type: none"> Parent company <i>Ryder System, Inc.</i> is a current client.
<p>Saab Automobile AB</p> <p>Saab Cars Holding Corporation</p> <p>Saab Automobile Investering A.B.; Saab City Ltd.; Saab Deutschland GmbH; Saab Great Britain Limited; Saab Marlow; Saab Zentrum Frankfurt; Saab-Ana I Trollhatten A.B.; and Saab-Scania Canada</p>	<p>Counterparty to Major Contract with the Debtors</p> <p>and</p> <p>Entity in which GM Owns an Equity Interest</p> <p>Counterparty to Major Contract with the Debtors</p> <p>Entities in which GM Owns an Equity Interest</p>	<ul style="list-style-type: none"> Parent company <i>Saab AB</i> is a current client.
<p>Sankaty Credit Opportunities Off. Master IV, L.P.</p> <p>Sankaty High Yield Part II, L.P.; and Sankaty High Yield Part III, L.P.</p>	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> Affiliate company Sankaty Davis LLC is an investor in client <i>Davis Petroleum Acquisition Corporation.</i>
Saudi Basic Industries Corporation	Strategic Alliance Partner	<ul style="list-style-type: none"> Saudi Basic Industries Corporation is: (a) a former client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		(closed 2008); (b) the parent of current client <i>Sabic Innovative Plastics US LLC</i> ; and (c) the ultimate parent of current client <i>Sabic Petrochemicals B.V.</i>
<i>Sawnee Electric Membership Corporation</i>	Utility Provider	<ul style="list-style-type: none"> • <i>Sawnee Electric Membership Corporation</i> is: (a) a current client; and (b) a member with an ownership interest in current client <i>Oglethorpe Power Corporation</i>.
Scottish & Newcastle Plc; and Scottish & Newcastle UK Limited	Major Business Affiliations of Board Member	<ul style="list-style-type: none"> • Parent company <i>Sunrise Acquisition Company</i> is a current client.
Sequent Energy Management USA	Utility Providers	<ul style="list-style-type: none"> • Parent company <i>AGL Resources, Inc.</i> is a current client.
Shell Energy North America (US); and Shell Energy North America (Canada)	Utility Providers	<ul style="list-style-type: none"> • Affiliate company Shell Windenergy is a joint venture participant with former client Entergy Enterprises, Inc. (closed 2007); and • Affiliate company Shell (China) Limited is a former client (closed 2007).
SK Telecom Co., Ltd.	Strategic Alliance Partner	<ul style="list-style-type: none"> • SK Telecom Co., Ltd. is a former client (closed 2008).
<i>Société Générale</i> TCW Absolute Return Credit LLC; TCW High Income Parts Ltd.; TCW Sr Secured Floating Rate Loan Fund, L.P.; TCW Sr Secured Loan Fund, L.P.; TCW Velocity CLO; and TCW – Park Avenue Loan Trust TCW Asset Management Company	Major Secured Lender (Credit Revolver) Major Secured Lenders (Term Loans) Major Shareholder	<ul style="list-style-type: none"> • <i>Société Générale</i> is: (a) a current client; (b) the parent company of TCW Absolute Return Credit LLC, the identified TCW entities, including TCW Asset Management Company and Trust Company of the West; and (c) a participant in a joint venture with CEPSA that owns current client <i>Interquisa Canada</i>;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Trust Company of the West	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Several TCW limited partnership funds are stockholders of current client <i>Magnequench International, Inc.</i>; Affiliate company <i>Lyxor Asset Management</i> is a current client; and Affiliate company Trust Company of the West is a stockholder of former client Bristol Farms (closed 2008).
Southern California Edison	Utility Provider	<ul style="list-style-type: none"> Affiliate company <i>Edison Mission Energy Ltd.</i> is a current client; and Affiliate company Edison Capital Housing Investments is a joint venture participant with Dana Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
Southern California Gas	Utility Provider	<ul style="list-style-type: none"> Parent company <i>Sempra Energy</i> is a current client; and Affiliate company Sempra Energy Services Company is a joint venture participant with Dana Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
Sprint (n/k/a <i>Sprint Nextel Corporation</i>)	Utility Provider	<ul style="list-style-type: none"> Sprint is now known as current client <i>Sprint Nextel Corporation</i>.
<i>Standard Chartered Bank</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> <i>Standard Chartered Bank</i> is a current client.
State Street Bank and Trust Company of Connecticut, N.A.	Counterparty to Major Contract with the Debtors	<ul style="list-style-type: none"> Affiliate company <i>State Street Bank and Trust Company</i> is: (a) a current client; and (b) a stockholder of current client <i>Rexiter Capital Management</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p>Limited;</p> <ul style="list-style-type: none"> • Affiliate company State Street Global Advisors is a current client; and • Affiliate company State Street Bank & Trust Co. of Boston is a stockholder of current client Piper Jaffray Companies, Inc.
Sumitomo Electric Industries, Ltd.	Major Supplier	<ul style="list-style-type: none"> • Sumitomo Electric Industries, Ltd. is: (a) a current client; (b) a substantial shareholder of Tokai Rubber, the parent company of current client DTR Industries, Inc.; and (c) a stockholder of current client Eudyna Devices, Inc.; and • Affiliate company Sews-Cabind S.p.A. is a current client.
SunTrust Banks, Inc. SunTrust Leasing Corporation	Major Business Affiliation of Board Member Counterparty to Major Contract with the Debtors	<ul style="list-style-type: none"> • Parent company SunTrust Banks, Inc. and affiliate company SunTrust Bank, Atlanta are current clients.
T. Rowe Price Associates	Major Shareholder	<ul style="list-style-type: none"> • T. Rowe Price Associates is: (a) a current client; and (b) a stockholder of current client BJ Services Company USA.
Tenneco, Inc.	Large Unsecured Creditor and Major Supplier	<ul style="list-style-type: none"> • Affiliate company Tenneco Automotive Europe SA/NV is a former client (closed 2009).
Texas Instruments Inc.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Texas Instruments, Inc. is: (a) a current client; and (b) the former employer of an individual who is a former Jones Day client (closed 2008).
Textron, Inc.	Major Supplier	<ul style="list-style-type: none"> • Textron, Inc. is a current client;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Textron/Kautex	Large Unsecured Creditor	<p>and</p> <ul style="list-style-type: none"> Former affiliate company Textron Fastening Systems is now known as Acument Australia Pty Ltd., a subsidiary of current client <i>Acument Global Technologies, Inc.</i>
The Chubb Corporation; and Vigilant Insurance Company	Insurance Providers	<ul style="list-style-type: none"> The Chubb Corporation is: (a) the parent company of Vigilant Insurance Company; and (b) the parent of Federal Insurance Company, a stockholder of current client <i>International Automotive Components Group LLC.</i>
<i>The DirecTV Group, Inc.</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> <i>The DirecTV Group, Inc.</i> is: (a) a current client; (b) the parent of current client <i>Hughes Network Systems</i>; and (c) a co-client in a current matter with client <i>Philips Electronics North America Corporation.</i>
The Home Depot, Inc.	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Related entity <i>Independent Directors of Board of Directors of Home Depot, Inc.</i> is a current client.
<i>The Progressive Corporation</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> <i>The Progressive Corporation</i> is a current client.
<i>The Timken Company</i>	Major Supplier	<ul style="list-style-type: none"> <i>The Timken Company</i> is a current client.
<i>The Vanguard Group, Inc.</i>	Major Shareholder	<ul style="list-style-type: none"> <i>The Vanguard Group, Inc.</i> is a current client.
The Warranty Group, Inc.	Large Unsecured Secured	<ul style="list-style-type: none"> Affiliate companies <i>Allison Transmission, Skilled Healthcare Group, Inc.</i> and <i>Emergency Medical Services</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p><i>Corporation</i> are current clients;</p> <ul style="list-style-type: none"> Affiliate company Tube City IMS Corporation is a member of current client <i>Tube City LLC</i>; and Affiliate companies Onex Credit Partners and Emcare, Inc. are former clients (both closed 2009).
The Williams Capital Group, L.P.	Underwriting Investment Bank for Debtors' Issued and Outstanding Securities in Prior Three Years, Including Private Placement Transactions	<ul style="list-style-type: none"> The Williams Capital Group, L.P. is a former client (closed 2008).
<i>Thor Industries, Inc.</i>	Major Customer	<ul style="list-style-type: none"> <i>Thor Industries, Inc.</i> is a current client.
TI Automotive Limited	Major Supplier	<ul style="list-style-type: none"> TI Automotive Limited is a former client (closed 2009).
Tomkins Plc	Major Supplier	<ul style="list-style-type: none"> Tomkins Plc and affiliate company Tomkins Industries are former clients (both closed 2009).
<i>Total, S.A.</i>	Major Supplier	<ul style="list-style-type: none"> <i>Total S.A.</i> and affiliate company <i>Total Gas & Power India Limited</i> are current clients.
<p><i>Toyota Motor Corporation</i></p> <p>Toyota Industries Corporation</p>	<p>Strategic Alliance Partner and</p> <p>Counterparty to Major Contract with the Debtors</p> <p>Major Supplier</p>	<ul style="list-style-type: none"> <i>Toyota Motor Corporation</i> is: (a) a current client; (b) a stockholder of current client <i>Taiho Kogyo Co., Ltd.</i>; (c) an affiliated entity of current client <i>Toyota Boshoku Corporation</i>; and (d) a joint venture participant with Debtor General Motors Corporation (n/k/a current client <i>Liquidated Motors Company</i>) that formed former client New United Motor Manufacturing, Inc. (closed 2008); Affiliate companies <i>Toyota</i>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<p><i>Motor Sales, U.S.A., Inc.</i> and <i>Hino Motors, Ltd.</i> are current clients; and</p> <ul style="list-style-type: none"> • Affiliate company Toyota Motor Engineering & Manufacturing is a joint venture participant with current client <i>International Automotive Components Group LLC</i>; and • Affiliate company Japan Chemical Industries Co., Ltd. is a former client (closed 2007). • <i>See also</i> entries above for GMAC Re and New United Motor Manufacturing, Inc. regarding related disclosure.
<p><i>TRW Automotive Holdings Corporation</i></p> <p>TRW Vehicle Safety Systems</p>	<p>Major Supplier</p> <p>Large Unsecured Creditor</p>	<ul style="list-style-type: none"> • <i>TRW Automotive Holdings Corporation</i> and affiliate company <i>TRW Automotive US LLC</i> are current clients; and • Affiliate company Varga Servicios Automotive Ltda. is a participant in a former joint venture with Dana Corporation (n/k/a current client <i>Dana Holding Corporation</i>).
<p>Tsinghua University</p> <p>Tsinghua University Executive Education Advisory Board</p>	<p>Strategic Alliance Partner</p> <p>Major Business Affiliation of Board Member</p>	<ul style="list-style-type: none"> • Affiliated entity <i>Institute of Project Management of Tsinghua University</i> is a current client; and • Affiliated entity Shenzhen Tsinghua Lequer Venture Capital Corporation is a former client (closed 2007).
<p>UBS AG</p> <p>UBS AG London Branch; and UBS Global Asset Management (US), Inc.</p>	<p>Major Secured Lender (Credit Revolver)</p> <p>Large Bondholders</p>	<ul style="list-style-type: none"> • UBS AG is a major equity stockholder of current client <i>Borders Group, Inc.</i>;

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
UBS Securities LLC	Underwriting Investment Bank for GM's Securities	<ul style="list-style-type: none"> • UBS AG, London Branch is a joint venture participant with former client Serviced Office Group Plc (closed 2009); • UBS Global Asset Management, Inc. is a stockholder of former client Interep National Radio Sales, Inc. (closed 2009); • UBS Securities LLC is a stockholder of current client International Automotive Components Group LLC; • Affiliate companies UBS Investment Bank and UBS Warburg are current clients; • Affiliate company UBS Financial Services, Inc. is the employer of two individuals who are former Jones Day clients (closed 2008 and 2009, respectively); and • Affiliate company UBS Warburg Australia Equities Ltd. is a former client (closed 2007).
Union Pacific Corporation <i>Union Pacific Railroad</i>	Major Business Affiliation of Board Member Large Unsecured Creditor and Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Union Pacific Corporation is a former client (closed 2007); and • Union Pacific Railroad and affiliate company Transcontinental Surety of Vermont, Inc. are current clients.
United Nations, Deputy Special Envoy for Tsunami Recovery	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Related entity United Nations Joint Staff Pension Fund is a limited partner of current client Limited Partner Group of New City Asia Partners.
<i>U.S. Bank, National Association</i>	Indenture Trustee	<ul style="list-style-type: none"> • U.S. Bank, National Association

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
U.S. Bank Card Services U.S. Bank Trust, National Association	Major Business Affiliation of Board Member Counterparty to Major Contract with the Debtors	is a current client.
United States China Business Council	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> The United States China Business Council is an affiliated entity of current client <i>U.S. – China Legal Cooperation Fund</i>.
U.S. Steel, Inc.	Large Unsecured Creditor	<ul style="list-style-type: none"> Parent company <i>U.S. Steel Corporation</i> is a current client.
United States Treasury	Large Unsecured Creditor	<ul style="list-style-type: none"> The United States Treasury is a stockholder of current client <i>Chrysler Group LLC</i>.
Valeo Valeo Sistemas Electricos S.L.	Major Supplier Large Unsecured Creditor	<ul style="list-style-type: none"> Affiliate company <i>Valeo IT GmbH</i> is a current client.
Vectren Energy Delivery	Utility Provider	<ul style="list-style-type: none"> Parent company Vectren Corporation is a former client (closed 2008).
Veolia Environmental, S.A. Veolia Water Partners VI LLC	Strategic Alliance Partner Utility Provider	<ul style="list-style-type: none"> Parent company <i>Veolia Environnement</i> and affiliate company <i>Dalkia International</i> are current clients.
Verizon; <i>Verizon Business</i> ; and <i>Verizon Communications, Inc.</i>	Utility Providers	<ul style="list-style-type: none"> Parent company <i>Verizon Communications, Inc.</i> and affiliate companies <i>Verizon Business</i>, <i>Verizon Wireless, Inc.</i>, <i>Verizon Deutschland GmbH</i> and <i>Verizon Japan Ltd.</i> are current clients. <i>See also</i> entries above for Cellco Partnership and MCI; MCI Worldcom regarding related disclosure.
VF Corporation	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> Affiliate company The North Face, Inc. is a former client

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		(closed 2007).
<i>Vista Equity Partners, L.P.</i>	Investment as Limited Partnership	<ul style="list-style-type: none">• <i>Vista Equity Partners, L.P.</i> is a current client.
Visteon Corporation	Major Supplier	<ul style="list-style-type: none">• Visteon Corporation is a former client (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Wachovia Corporation (f/k/a First Union Corporation)	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • Parent company Wells Fargo & Co. is a stockholder of former client Wiltel Communications Group, Inc. (closed 2008); • Affiliate company Wachovia Bank, National Association is: (a) a current client; and (b) the employer of an individual who is a former Jones Day client (closed 2007); • Affiliate companies Wachovia Corporate Services, Wachovia Capital Markets and Wells Fargo Foothill, Inc. and Wells Fargo Bank, National Association are current clients; and • Affiliate company Wachovia Securities is a limited partner that has a majority interest ownership in Chipwill LLC, the parent company of current client KW Investment K.K. • <i>See also</i> entry below for Wells Capital Management entities regarding related disclosure.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Wells Capital Management 12222133; Wells Capital Management 13923601; and Wells Capital Management 18866500	Major Secured Lenders (Term Loans)	<ul style="list-style-type: none"> • Parent company Wells Fargo & Co. is a stockholder of former client Wiltel Communications Group, Inc. (closed 2008); and • Affiliate companies <i>Wachovia Corporate Services</i>, <i>Wachovia Capital Markets</i>, <i>Wells Fargo Foothill, Inc.</i> and <i>Wells Fargo Bank, National Association</i> are current clients. • <i>See also</i> entry above for Wachovia Corporation (f/k/a First Union Corporation) regarding additional related disclosure.
Western Asset Management Company	Large Bondholder	<ul style="list-style-type: none"> • Western Asset Management Company is a member of current client <i>Ad Hoc Committee of Noteholders of Station Casino</i>.
<i>WestLB AG</i>	Major Secured Lender (Credit Revolver)	<ul style="list-style-type: none"> • <i>WestLB AG</i> is a current client; and • Affiliate company <i>Westdeutsche Immobilienbank AG London Branch</i> is a co-client in a current matter with client <i>Allied Irish Banks Plc</i>.
Whitebox Advisors LLC	Large Bondholder	<ul style="list-style-type: none"> • Whitebox Advisors LLC is: (a) a member of current clients <i>Ad Hoc Committee of Lenders to Building Materials Corporation</i> and <i>Energy Partners Ltd. Official Committee of Noteholders</i>; and (b) a stockholder of former client WHX Corporation (closed 2009).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<i>Wilmington Trust Company</i>	Counterparty to Major Contract with the Debtors and Indenture Trustee under Indenture dated 11/15/1990 and under Indenture dated 12/07/1995	<ul style="list-style-type: none"> • <i>Wilmington Trust Company</i> is a current client. • <i>See also</i> entry above for Hewitt's Island CLO IV, Ltd.; Hewitt's Island CLO V, Ltd.; Hewitt's Island CLO VI, Ltd. regarding related disclosure.
Wisconsin Department of Revenue	Taxing Authority	<ul style="list-style-type: none"> • Related state agency State of Wisconsin Investment Board is a stockholder of current client <i>Harman International Industries, Incorporated</i>.
<i>Xcel Energy, Inc.</i>	Utility Provider	<ul style="list-style-type: none"> • <i>Xcel Energy, Inc.</i> is a current client.
<i>Xerox Corporation</i>	Major Business Affiliation of Board Member	<ul style="list-style-type: none"> • <i>Xerox Corporation</i> is a current client.
XL Gaps	Insurance Provider	<ul style="list-style-type: none"> • Parent company XL Insurance Company of New York is a stockholder of current client <i>International Automotive Components Group LLC</i>.
<i>XM Satellite Radio, Inc.</i> ; and XM Satellite Radio Holdings, Inc.	Major Customers	<ul style="list-style-type: none"> • <i>XM Satellite Radio, Inc.</i> and parent company <i>Sirius XM Radio, Inc.</i> are current clients.
Yazaki Corporation Yazaki North America, Inc.	Major Supplier Large Unsecured Creditor	<ul style="list-style-type: none"> • Yazaki Corporation is a former client (closed 2007).

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Zurich (name given)	Insurance Provider	<ul style="list-style-type: none"> • <i>Zurich Insurance Holding (Hong Kong) Ltd.</i> and affiliate company <i>Associated Marine Insurers & Agents Pty Ltd.</i> are current clients; • American Zurich Insurance Company is a stockholder of current client <i>International Automotive Components Group</i> LLC; and • Zurich Capital Markets, Inc. is the former employer of two individuals who are former Jones Day clients (closed 2007 and 2008, respectively).

Exhibit C

Unreported Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
Old Carco LLC : Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), *et al.*, :
:
Debtors. : (Jointly Administered)
:
:
-----X

**ORDER, PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2014 AND LOCAL BANKRUPTCY RULE 2014-1,
AUTHORIZING THE DEBTORS AND DEBTORS IN POSSESSION
TO RETAIN AND EMPLOY FRESHFIELDS BRUCKHAUS DERINGER LLP AS
SPECIAL COUNSEL, *NUNC PRO TUNC* TO THE PETITION DATE**

This matter coming before the Court on the Application of Debtors and Debtors in Possession for an Order, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1, Authorizing Them to Retain and Employ Freshfields Bruckhaus Deringer LLP as Special Counsel, Nunc Pro Tunc to the Petition Date (Docket No. 4179) (the "Application"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Application, the Declaration of Dr. Ludwig Leyendecker attached to the Application as Exhibit A (the "Leyendecker Declaration,") and the Supplemental Declaration of Dr. Ludwig Leyendecker with Respect to the Application (Docket No. 4519) (collectively with the Leyendecker Declaration, the "Declarations"); the Court having considered the statements of counsel and the evidence adduced with respect to the Application at the hearing before the Court (the "Hearing"); and the Court having found that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding under 28 U.S.C. § 157(b), (iii) notice of the

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

Application, the Declarations and the Hearing was sufficient under the circumstances, (iv) the Application and the Declarations are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, (v) the Debtors' employment of Freshfields Bruckhaus Deringer LLP ("Freshfields") is in the best interests of their estates, (vi) Freshfields does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Freshfields is to be employed and (vii) the legal and factual bases set forth in the Application and the Declarations and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Freshfields as special counsel in these chapter 11 cases, pursuant to section 327(e) of the Bankruptcy Code and Bankruptcy Rule 2014(a), on the terms and conditions set forth in the Application, nunc pro tunc as of the Petition Date.
3. Freshfields shall apply for compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the U.S. Trustee and such other procedures as may be established by order of the Court, including but not limited to the Court's Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1, Establishing Procedures for Interim Monthly Compensation for Professionals (Docket No. 1334) (the "Interim Compensation Order"). Freshfields shall promptly return to Old Carco International Corporation, one of the Debtors, the inadvertent postpetition payment of EUR 114,278.73, or approximately \$161,110.16 (the

"Payment Amount"), but shall be authorized to request the payment of the Payment Amount as part of the monthly, interim and final compensation process, as applicable, pursuant to the Interim Compensation Order. Freshfields shall be permitted to file and serve its monthly statement under the Interim Compensation Order for services rendered in May 2009 and June 2009 (including the Payment Amount) within five business days after the entry of this Order.

4. Consistent with the requirements of paragraph 5 of the Interim Compensation Order, Freshfields will invoice the Debtors monthly in U.S. dollars based on the exchange rate identified at the European Central Bank Site as of the last business day of the calendar month for which the services were provided or expenses were incurred.

5. If Freshfield's standard hourly billing rates change during these chapter 11 cases, Freshfields shall notify the U.S. Trustee and any official committee appointed in these cases and file a notice of such rate changes with this Court.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court retains jurisdiction with respect to all matters arising from or related to this Order.

Dated: New York, New York
July 16, 2009

s/Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE